



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2017

OF THE CONDITION AND AFFAIRS OF THE

HealthSpring Life & Health Insurance Company, Inc.

NAIC Group Code09010901NAIC Company Code12902Employer's ID Number20-8534298

(Current)(Prior)

Organized under the Laws ofTexas, State of Domicile or Port of EntryTX

Country of DomicileUnited States of America

Licensed as business type:Life, Accident & Health

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized02/27/2007Commenced Business02/27/2007

Statutory Home Office2900 North Loop West, Suite 1300Houston , TX, US 77092

(Street and Number)(City or Town, State, Country and Zip Code)

Main Administrative Office530 Great Circle Road

(Street and Number)

Nashville , TN, US 37228615-291-7000

(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Mail Address530 Great Circle RoadNashville , TN, US 37228

(Street and Number or P.O. Box)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records530 Great Circle Road

(Street and Number)

Nashville , TN, US 37228615-291-7000

(City or Town, State, Country and Zip Code)(Area Code) (Telephone Number)

Internet Website Addresswww.cignahealthspring.com

Statutory Statement ContactConnie Schmidt Ansley615-564-3480

(Name)(Area Code) (Telephone Number)

regulatory@healthspring.com615-401-4566

(E-mail Address)(FAX Number)

OFFICERS

President & Chief Executive OfficerMatthew Shawn MorrisVice PresidentBrent Jason Sanders

Chief Financial OfficerRyan Bruce McGroartyCorporate Medical DirectorDirk Oliver Wales MD

OTHER

Sheffield Hoover Young, Divisional President	Jay Landon Hurt, Divisional President	Peter Ronald Gardner, Vice President
Kristinn Klunkert Benton, Vice President	Allen Curtis Perez, Vice President	Richard Alan Appel, Compliance Officer
Gregory Nicholas Malone, Appointed Actuary	Scott Ronald Lambert, Vice President & Treasurer	Maureen Hardiman Ryan, Vice President & Assistant Treasurer
Jumana Nadeem Siddiqui, Assistant Treasurer	Kevin James Oleksak #, Assistant Secretary	Rhiannon Ashley Bernier, Assistant Secretary
Anna Krishtul, Corporate Secretary		

DIRECTORS OR TRUSTEES

Jay Landon Hurt	Brent Jason Sanders	Ryan Bruce McGroarty
Peter Ronald Gardner	Sheffield Hoover Young	

State ofPennsylvaniaSS:

County ofDelaware

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Matthew Shawn MorrisPresident and Chief Executive Officer

Ryan Bruce McGroartyChief Financial Officer

Brent Jason SandersVice President

Subscribed and sworn to before me thisday ofMay, 2017

a. Is this an original filing? Yes [X] No []

b. If no,

1. State the amendment number.....

2. Date filed

3. Number of pages attached.....

Kerri L. SchoningNotary PublicSeptember 8, 2020

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	287,985,855	0	287,985,855	297,880,539
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)			0	0
4.2 Properties held for the production of income (less \$0 encumbrances)			0	0
4.3 Properties held for sale (less \$0 encumbrances)			0	0
5. Cash (\$34,389,301), cash equivalents (\$109,505,795) and short-term investments (\$994)	143,896,090		143,896,090	80,110,030
6. Contract loans (including \$0 premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	6,761	0	6,761	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	431,888,706	0	431,888,706	377,990,569
13. Title plants less \$0 charged off (for Title insurers only)			0	0
14. Investment income due and accrued	3,006,606	0	3,006,606	3,248,249
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	48,045,531	36,290	48,009,241	27,998,598
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums (\$0) and contracts subject to redetermination (\$0)			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	102,740,362		102,740,362	130,009,756
18.1 Current federal and foreign income tax recoverable and interest thereon	2,156,100		2,156,100	19,143,642
18.2 Net deferred tax asset	13,632,261	564,841	13,067,420	13,462,446
19. Guaranty funds receivable or on deposit	2,529,656		2,529,656	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$0)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$55,248,195) and other amounts receivable	60,098,067	4,849,872	55,248,195	23,925,795
25. Aggregate write-ins for other than invested assets	2,752,556	0	2,752,556	7,050,424
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	666,849,845	5,451,003	661,398,842	602,829,479
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	666,849,845	5,451,003	661,398,842	602,829,479
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Premiumx Tax Overpayment	2,360,140		2,360,140	0
2502. State Income Taxes Recoverable	391,113		391,113	468,011
2503. Provider Pass Thru Payment from State of Texas	1,303		1,303	527
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	6,581,886
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	2,752,556	0	2,752,556	7,050,424

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	142,442,569	13,681,272	156,123,841	165,091,557
2. Accrued medical incentive pool and bonus amounts	5,700,756		5,700,756	5,248,320
3. Unpaid claims adjustment expenses		2,108,443	2,108,443	2,692,083
4. Aggregate health policy reserves, including the liability of \$1,020,262 for medical loss ratio rebate per the Public Health Service Act	23,948,183		23,948,183	39,527,477
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	97,932,201		97,932,201	5,990
9. General expenses due or accrued	252,753		252,753	2,279,432
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others.....			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	404		404	0
15. Amounts due to parent, subsidiaries and affiliates	71,816,890		71,816,890	82,255,500
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	0		0	8,079,513
23. Aggregate write-ins for other liabilities (including \$13,285,567 current)	13,285,567	0	13,285,567	17,446,452
24. Total liabilities (Lines 1 to 23)	355,379,323	15,789,715	371,169,038	322,626,324
25. Aggregate write-ins for special surplus funds	XXX	XXX	7,949,578	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	116,703,127	116,703,127
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	163,077,099	161,000,028
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	290,229,804	280,203,155
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	661,398,842	602,829,479
DETAILS OF WRITE-INS				
2301. Nursing Facility Pass Through Accrual	6,010,284		6,010,284	13,456,996
2302. Escheatment Liability	3,684,775		3,684,775	3,989,456
2303. Guaranty Funds Liability	3,590,508		3,590,508	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	13,285,567	0	13,285,567	17,446,452
2501. Health Insurance Industry Fee	XXX	XXX	7,949,578	0
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	7,949,578	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	446,799	523,359	2,028,888
2. Net premium income (including \$ non-health premium income).....	XXX	535,803,095	611,376,543	2,360,407,904
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	1,492,779	6,581,886
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	535,803,095	612,869,322	2,366,989,790
Hospital and Medical:				
9. Hospital/medical benefits		364,298,199	385,774,640	1,541,958,111
10. Other professional services		8,029,345	8,485,611	35,286,585
11. Outside referrals	32,315,711	32,315,711	53,081,205	198,222,000
12. Emergency room and out-of-area	1,110,511	10,338,190	12,130,398	46,869,937
13. Prescription drugs		53,043,869	65,816,038	221,455,032
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		(4,108,607)	(4,285,089)	(15,126,791)
16. Subtotal (Lines 9 to 15)	33,426,222	463,916,707	521,002,802	2,028,664,874
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	33,426,222	463,916,707	521,002,802	2,028,664,874
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$33,391,615 cost containment expenses	37,176,517	37,176,517	37,347,356	157,438,242
21. General administrative expenses		45,480,200	81,015,523	233,977,273
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		(17,549,979)	(5,781,919)	12,472,596
23. Total underwriting deductions (Lines 18 through 22).....	70,602,739	529,023,445	633,583,762	2,432,552,985
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	6,779,650	(20,714,441)	(65,563,195)
25. Net investment income earned		2,454,041	2,572,890	9,893,065
26. Net realized capital gains (losses) less capital gains tax of \$1,262		2,721	(7,468)	(13,064)
27. Net investment gains (losses) (Lines 25 plus 26)	0	2,456,762	2,565,422	9,880,001
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$642,138)].....		(642,138)	(129,177)	(13,477)
29. Aggregate write-ins for other income or expenses	0	(1,123)	0	(1,073)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	8,593,151	(18,278,196)	(55,697,745)
31. Federal and foreign income taxes incurred	XXX	2,475,280	(12,422,258)	(4,869,887)
32. Net income (loss) (Lines 30 minus 31)	XXX	6,117,871	(5,855,938)	(50,827,858)
DETAILS OF WRITE-INS				
0601. Health Industry Fee Recoupment	XXX		1,492,779	6,581,886
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	1,492,779	6,581,886
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Penalties and Fines		(1,123)		(1,073)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(1,123)	0	(1,073)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	280,203,155	327,376,963	327,376,963
34. Net income or (loss) from Line 32	6,117,871	(5,855,938)	(50,827,858)
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$241,695	448,861	(826,683)	(643,439)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(461,309)	871,118	4,128,903
39. Change in nonadmitted assets	3,921,227	879,389	(455,677)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	0	0	624,262
48. Net change in capital & surplus (Lines 34 to 47)	10,026,650	(4,932,113)	(47,173,808)
49. Capital and surplus end of reporting period (Line 33 plus 48)	290,229,804	322,444,850	280,203,155
DETAILS OF WRITE-INS			
4701. Bad Debt Allowance Correction			624,262
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	624,262

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	615,464,033	585,797,258	2,371,620,430
2. Net investment income	3,464,601	3,642,892	13,895,042
3. Miscellaneous income	6,581,886	0	4,164,724
4. Total (Lines 1 to 3)	625,510,520	589,440,150	2,389,680,196
5. Benefit and loss related payments	500,557,958	508,786,733	2,009,749,524
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	67,300,668	84,481,408	375,007,073
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)	(14,510,999)	3,240,000	11,322,082
10. Total (Lines 5 through 9)	553,347,627	596,508,142	2,396,078,679
11. Net cash from operations (Line 4 minus Line 10)	72,162,893	(7,067,991)	(6,398,484)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	9,822,694	11,070,707	30,978,582
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(2,390)	946	(6,380)
12.7 Miscellaneous proceeds	0	1,995,300	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	9,820,304	13,066,953	30,972,202
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	16,859,980	29,891,861
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	6,761	45,198	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	6,761	16,905,178	29,891,861
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	9,813,543	(3,838,225)	1,080,341
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	404	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(18,190,779)	20,783,450	5,393,606
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(18,190,375)	20,783,450	5,393,606
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	63,786,061	9,877,234	75,463
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	80,110,030	80,034,566	80,034,566
19.2 End of period (Line 18 plus Line 19.1)	143,896,090	89,911,800	80,110,030

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Non-cash transactions - Bonds Disposed	0	0	3,925,197
20.0002. Non-cash transactions - Bonds Acquired	0	0	3,925,197

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	161,995	0	0	0	0	0	0	110,353	51,642	0
2. First Quarter	147,983							96,639	51,344	0
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	446,799							292,404	154,395	0
Total Member Ambulatory Encounters for Period:										
7. Physician	1,311,315							608,859	702,456	0
8. Non-Physician	288,103							167,334	120,769	0
9. Total	1,599,418	0	0	0	0	0	0	776,193	823,225	0
10. Hospital Patient Days Incurred	37,364							29,941	7,423	0
11. Number of Inpatient Admissions	6,331							4,883	1,448	0
12. Health Premiums Written (a)	535,803,095							318,113,136	217,689,959	0
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	533,832,409							317,046,764	216,785,645	0
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	500,557,958							292,446,786	208,380,553	(269,381)
18. Amount Incurred for Provision of Health Care Services	463,916,709							267,168,879	197,091,384	(343,554)

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$318,113,136

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

88

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	42,461,246	254,564,924	10,226,229	73,687,389	52,687,475	89,892,411
7. Title XIX - Medicaid	49,456,426	158,905,785	12,239,197	52,805,155	61,695,623	68,030,410
8. Other health		(269,381)	7,165,873	0	7,165,873	7,168,736
9. Health subtotal (Lines 1 to 8)	91,917,672	413,201,328	29,631,299	126,492,544	121,548,971	165,091,557
10. Healthcare receivables (a)	2,903,094	28,185,487		29,009,486	2,903,094	31,972,094
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	1,205,379	(5,766,421)	1,386,477	4,314,279	2,591,856	5,248,320
13. Totals (Lines 9-10+11+12)	90,219,957	379,249,420	31,017,776	101,797,337	121,237,733	138,367,783

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies and Going Concern

On July 23, 2015, Cigna entered into a merger agreement to engage in a series of transactions to merge Cigna with Anthem subject to certain terms, conditions and customary operating covenants, with Anthem continuing as the surviving company. At special shareholders' meetings in December 2015, Cigna shareholders approved the merger with Anthem and Anthem shareholders voted to approve the issuance of shares of Anthem common stock according to the merger agreement.

Consummation of the merger is subject to certain customary conditions, including the receipt of certain necessary governmental and regulatory approvals, and the absence of a legal restraint prohibiting the consummation of the merger. On July 21, 2016, the U.S. Department of Justice ("DOJ") and certain state attorneys general filed a civil antitrust lawsuit in the U.S. District Court for the District of Columbia (the "District Court") seeking to block the merger and, on January 4, 2017, the parties concluded the District Court trial. On February 8, 2017, the District Court issued an order enjoining the proposed merger. Anthem appealed this ruling to the U.S. Court of Appeals for the District of Columbia Circuit (the "Appeals Court"). Additionally, Cigna appealed the District Court ruling following the Chancery Court ruling described below.

On February 14, 2017, Cigna delivered a notice to Anthem terminating the merger agreement and filed suit in the Delaware Court of Chancery (the "Chancery Court") seeking, among other things, declaratory judgment that Cigna's termination of the merger agreement is lawful and that Anthem does not have the right to extend the merger agreement termination date. Later that day, Anthem filed a lawsuit in the Chancery Court against Cigna seeking, among other things, a temporary restraining order to enjoin Cigna from terminating the merger agreement, specific performance and damages, and, on February 15, 2017, the Chancery Court issued an order temporarily enjoining Cigna from terminating the merger agreement. This order was subject to further review at a preliminary injunction hearing on May 8, 2017.

On February 17, 2017, the Appeals Court granted Anthem's motion for an expedited appeal. That same day, Cigna filed its notice of appeal of the District Court's order enjoining the merger with the Appeals Court. Oral arguments were heard on March 24, 2017. On April 28, 2017, the Appeals Court affirmed the decision of the District Court. On May 5, 2017, Anthem filed a petition for a writ of certiorari with the United States Supreme Court seeking appeal of the U.S. Court of Appeals decision affirming the District Court's order enjoining the merger.

A. Accounting Practices

The financial statements of HealthSpring Life & Health Insurance Company, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance (the Department).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Texas for determining and reporting the financial condition and results of operations of a Health Maintenance Organization (HMO) for determining solvency under Texas Insurance Law. The National Association of Insurance Commissioners' (the NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Texas. While the Department has adopted certain prescribed accounting practices that differ from those found in NAIC SAP, the Company's financials were not affected by those differences in 2017 or 2016.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the Department is shown below:

NOTES TO FINANCIAL STATEMENTS

	SSAP #	F/S Page	F/S Line #	2017	2016
NET INCOME					
(1) State basis (Page 4, Line 32, Columns 2 & 3)	XXX	XXX	XXX	\$ 6,117,871	\$ (50,827,858)
(2) State Prescribed Practices that increase/(decrease) NAIC SAP:					
None	-	-	-	-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP:					
None	-	-	-	-	-
(4) NAIC SAP (1-2-3=4)	XXX	XXX	XXX	<u>\$ 6,117,871</u>	<u>\$ (50,827,858)</u>

SURPLUS					
(5) State basis (Page 3, Line 33, Columns 3 & 4)	XXX	XXX	XXX	\$290,229,804	\$ 280,203,155
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:					
None	-	-	-	-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:					
None	-	-	-	-	-
(8) Surplus per NAIC SAP (5-6-7=8)	XXX	XXX	XXX	<u>\$290,229,804</u>	<u>\$ 280,203,155</u>

B. Use of Estimates in the Preparation of the Financial Statements

No change from the 2016 Annual Statement.

C. Accounting Policies

No change from the 2016 Annual Statement.

D. Going Concern

Not applicable.

2. Accounting Changes and Corrections of Errors

A. Material Changes in Accounting Principles and/or Correction of Errors

Changes in Accounting Principles – On January 1, 2017, the Company adopted SSAP No. 35R – *Revised Guaranty Fund and Other Assessments (Ref #2016-38)*. The revision of SSAP 35R allows the consideration of renewals of in-force short-term health contracts when recognizing accruals of premium tax credit assets in instances when retrospective-premium-based assessments are imposed on short-term health contracts for the insolvencies of insurers that wrote long-term care contracts. This results in a difference from GAAP that does not allow consideration of expected renewals of short-duration contracts.

In April 2017, the NAIC adopted additional revisions to *SSAP No. 35R (Ref #2017-01)* which requires the discounting of guaranty fund assessment liabilities and the related accrued assets from insolvencies of insurers that wrote long-term care contracts. The Company adopted these additional revisions to *SSAP No. 35R* effective January 1, 2017. See note 14B for additional information and the new required disclosures.

3. Business Combinations and Goodwill

A. Statutory Purchase Method – not applicable.

B. Statutory Merger – not applicable.

C. Assumption Reinsurance – not applicable.

D. Impairment Loss – not applicable.

4. Discontinued Operations

NOTES TO FINANCIAL STATEMENTS

- A. Discontinued Operation Disposed of or Classified as Held for Sale – not applicable.
- B. Change in Plan of Sale of Discontinued Operation – not applicable.
- C. Nature of Any Significant Continuing Involvement with Discontinued Operations After Disposal – not applicable.
- D. Equity Interest Retained in the Discontinued Operation After Disposal – not applicable.
5. Investments
- A. Mortgage Loans, including Mezzanine Real Estate Loans – not applicable.
- B. Debt Restructuring – not applicable.
- C. Reverse Mortgages – not applicable.
- D. Loan-Backed Securities
1. Prepayment assumptions for loan-backed and other structured securities were obtained from external financial data sources. These assumptions are consistent with the current interest rate and economic environment.
 2. The Company had no loan-backed and structured securities with recognized other-than-temporary impairments where the Company had the intent to sell or does not have the intent and ability to retain the investment for a period of time sufficient to recover the amortized cost basis as of March 31, 2017.
 3. The Company had no loan-backed and structured securities with recognized other-than-temporary impairments where the present value of cash flow expected to be collected is less than the amortized cost basis as of March 31, 2017.
 4. As of March 31, 2017, there were no loan-backed and structured securities with a fair value lower than amortized cost.
 5. Management reviews loan-backed and other structured securities with a decline in fair value from cost for impairment based on criteria that include:
 - length of time and severity of decline;
 - financial and specific near term prospects of the issuer;
 - changes in the regulatory, economic or general market environment of the issuer's industry or geographic region; and
 - the Company's intent to sell or the inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost.
- E. Repurchase Agreements and/or Securities Lending Transactions – not applicable.
- F. Real Estate – not applicable.
- G. Investments in Low Income Housing Tax Credits – not applicable.
- H. Restricted Assets

(1) Restricted Assets (Including Pledged)

The Company has restricted assets on deposit with various regulatory agencies for the projection or benefit of enrolled members at March 31, 2017 and December 31, 2016, respectively. These amounts are reflected as bonds in the accompanying Balance Sheets. The following table presents the restricted assets as a percentage of total gross assets and total admitted assets.

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

NOTES TO FINANCIAL STATEMENTS

	1	2	3	4	5	6	7
	Total Gross (Admitted & Nonadmitted) Restricted from Current Year	Total Gross (Admitted & Nonadmitted) Restricted from Prior Year	Increase (Decrease) (1 minus 2)	Total Curent Year Nonadmitted Restricted	Total Current Year Admitted Restricted (1 minus 4)	Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	Admitted Restricted to Total Admitted Assets (b)
Restricted Asset Category							
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	\$ -	-	-
b. Collateral held under security lending agreements	-	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-	-
h. Letter stock or securities restricted as to sale	-	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-	-
j. On deposit with states	8,053,339	8,061,425	(8,086)	-	8,053,339	1.2%	1.2%
k. On deposit with other regulatory bodies	-	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing	-	-	-	-	-	-	-
m. Pledged as collateral not captured in other	-	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-	-
o. Total Restricted Assets	\$ 8,053,339	\$ 8,061,425	\$ (8,086)	\$ -	\$ 8,053,339	1.2%	1.2%

(a) Column 1 divided by Asset Page, Column 1, Line 28

(b) Column 5 divided by Asset Page, Column 3, Line 28

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate) – not applicable

(3) Detail of Other Restricted Assets (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, are Reported in the Aggregate) – not applicable

(4) Collateral Received and Reflected as Assets Within the Reporting Entity’s Financial Statements – not applicable

I. Working Capital Finance Investments – none

J. Offsetting and Netting of Assets and Liabilities – none

K. Structured Notes – none

L. 5* Securities – none

M. Prepayment Penalty and Acceleration Fees - none

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.

B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.

7. Investment Income

A. Any investment income due and accrued with amounts that are over 90 days past due are nonadmitted and excluded from surplus.

B. As of March 31, 2017 and December 31, 2016, the Company had no investment income due and accrued with admitted amounts that are over 90 days past due.

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments

- A. Market Risk, Credit Risk, and Cash Requirements for Derivatives – not applicable.
- B. Objectives for the Use of Derivatives – not applicable.
- C. Description of Accounting Policies for Derivatives – not applicable.
- D & E. Net Gain or Loss from Derivatives – not applicable.
- F. Cash Flow Hedges – not applicable.

9. Income Taxes

No change from the 2016 Annual Statement.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. B. and C.

As of March 31, 2017, and December 31, 2016, the Company has paid no dividends and no capital contributions have been received.

The Company has entered into a line of credit agreement with Cigna Corporation, Inc. (Cigna) under which the Company may lend up to \$30,000,000. As of March 31, 2017 and December 31, 2016, the Company has not loaned any funds to Cigna.

The Company has entered into a line of credit agreement with Cigna Holdings, Inc. under which the Company may borrow up to \$30,000,000. The following table provides information about the borrowing as of March 31, 2017 and December 31, 2016:

	2017	2016
Outstanding payable balance	\$ –	\$ –
Outstanding interest payable	–	–
Interest expense	3,099	0
Average yearly interest rate	0.9867%	0.6902%

- D. At March 31, 2017 and December 31, 2016, the Company reported \$71,816,890 and \$82,255,500, respectively, as the net amounts due to the parent, subsidiaries and affiliates. These amounts are settled periodically, usually monthly.
- E. Guarantees Resulting in a Material Contingent Exposure – not applicable.
- F. Management Services Agreement

Fee Sharing Agreement (the Agreement) - Several of Cigna’s subsidiaries are subject to the Health Insurance Providers Fee, “the Fee”, which is imposed on each covered entity engaged in the business of providing health insurance for any United States health risk. Such entities, along with Cigna, are collectively treated as a single “covered entity” as that term is defined in Section 9010(c) and Treas. Reg. § 57.2(b). By entering into this Agreement, each Party has consented to select Cigna as its “designated entity” for the payment of this Fee. The Agreement allows Cigna to pay each year to the Treasury the Fee owed collectively by all covered entities in the group, and to perform all necessary and appropriate actions that may be required to fulfill Cigna's responsibilities as the designated entity. This Agreement further allows Cigna to delegate to a wholly owned subsidiary the authority to perform these actions on Cigna's behalf. For financial management and reporting purposes, Cigna and the Parties will allocate the Fee for each Fee Year among the Parties in proportion to estimates of each Party’s Premiums for that Fee Year. This Agreement was submitted for Department approval/non-disapproval, and is effective for the Company on August 11, 2014.

The Company has contracted for managerial, administrative, and financial support services through an administrative service contract based on a percentage of premium revenue with HealthSpring Management of America, LLC (HSMA). For the periods ended March 31, 2017 and December 31, 2016, the Company paid approximately \$60,392,545 and \$302,322,480, respectively, in exchange for these services.

NOTES TO FINANCIAL STATEMENTS

The Company has contracted with HSMA to provide disease management services related to the implementation and operation of the Internal Disease Management Program. For the periods ended March 31, 2017 and December 31, 2016, the Company paid approximately \$13,880,122 and \$37,981,443, respectively.

The Company has contracted with Cigna Investment, Inc. (CII) for investment advisory services. The Company and CII are indirect subsidiaries of Cigna Holdings, Inc., which is a direct wholly-owned subsidiary of Cigna. The Company paid \$96,320 and \$503,251 in 2017 and 2016, respectively, for these services.

Cigna's indirectly wholly-owned domestic subsidiary insurance companies have entered into a Consolidated Federal Income Tax Agreement (Tax Agreement), which became effective as of April 1, 1982. The Agreement sets forth the method of allocation of federal income taxes for Cigna and its wholly-owned domestic subsidiaries, including insurance subsidiaries. The Agreement provides for immediate reimbursement to companies with net operating losses to the extent that their losses are used to reduce consolidated taxable income; while those companies with current taxable income as calculated under federal separate return provisions, are liable for payment determined as if they had each filed a separate return. However, current credit is given for any foreign tax credit, operating loss or investment tax credit carryovers actually used in the current consolidated return. The Company participates as a party to the agreement and had \$2,156,100 and \$19,143,642 recoverable under the agreement as of March 31, 2017 and December 31, 2016, respectively.

The Company is a party to an Expense Sharing Agreement between Cigna and various affiliates and subsidiaries. With the exception of a limited number of expenses held at the corporate level such as expenses relating to investments, the servicing of debt, and stock compensation as calculated under SFAS No. 123R, all operating expenses of Cigna were allocated. These allocations were based on work effort studies and other appropriate methods, while other expenses such as outside legal fees were directly charged to the related company. Cigna did not allocate any corporate overhead expenses to the Company in 2017 or 2016.

The Company, CII and certain of its affiliates are parties to an investment pool agreement which provides for participation in a pool of short-term investments to facilitate effective cash management. There are no fees separately assessed related to this agreement.

G. Ownership

All outstanding shares of the Company are owned by NewQuest, LLC, a limited liability company domiciled in the state of Texas, which is a wholly owned subsidiary of HealthSpring, Inc., a Delaware corporation, which is an indirect wholly-owned subsidiary of Cigna. The Cigna organizational structure is documented in Schedule Y.

H. Upstream Intermediate Entity – not applicable.

I. Investment in SCA Entity that Exceeds 10% of Admitted Assets – not applicable.

J. Investments in Impaired SCA's – not applicable.

K. Investments in Foreign Insurance Subsidiaries – not applicable.

L. Investment in a Downstream Non-Insurance Holding Company – not applicable.

M. Investment in SCA – not applicable.

N. Investment in Insurance – not applicable.

11. Debt

A. Debt and Capital Notes

The Company had no capital notes outstanding at March 31, 2017 and December 31, 2016.

The Company had no external borrowed money outstanding at March 31, 2017 and December 31, 2016.

NOTES TO FINANCIAL STATEMENTS

The Company has entered into a line of credit agreement with Cigna Holdings, Inc. under which the Company may borrow up to \$30,000,000. As of March 31, 2017 and December 31, 2016, there was no outstanding payable balance to Cigna Holdings, Inc.

- B. FHLB Agreements – not applicable.
- 12. Retirement Plans, Deferred Compensation, Post-Employment Benefits and Compensated Absences and Other Postretirement Benefit Plans
 - A. Defined Benefit Plan – not applicable.
 - B. Investment Policies and Strategies for Plan Assets – not applicable.
 - C. Fair Value Measurement of Plan Assets – not applicable.
 - D. Rate of Return on Plan Assets – not applicable.
 - E. Defined Contribution Plan – not applicable.
 - F. Multi-Employer Plan – not applicable.
 - G. Consolidated/Holding Company Plans – not applicable.
 - H. Postemployment Benefits and Compensated Absences – not applicable.
 - I. Impact of Medicare Modernization Act on Postretirement Benefits – not applicable.
- 13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
 - 1. The Company has 5,000,000 shares authorized, 2,500,000 shares issued and outstanding of \$1 par value Common Stock, owned entirely by NewQuest, LLC.
 - 2. The Company has no preferred stock outstanding.
 - 3. The payment of dividends by the Company to the shareholder is limited and can only be made from earned profits unless prior approval is received from the Department. The maximum amount of dividends that may be paid by insurance companies without prior approval is also subject to restrictions relating to statutory surplus and net income. The maximum ordinary dividend distribution allowed by the Company in 2017 is \$28,020,315. The Company's dividends are noncumulative.
 - 4. As of March 31, 2017 and December 31, 2016, the Company did not pay any dividends to its Parent.
 - 5. Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
 - 6. Restrictions on Unassigned Surplus – none.
 - 7. For Mutual Companies, Advances to Surplus Not Repaid – not applicable.
 - 8. Stock Held by the Company, Including Stock of Affiliated Companies – not applicable.
 - 9. Special Surplus Funds – The change in special surplus funds of \$7,949,578 is the recognition of the 2018 Health Insurance Industry Fee.
 - 10. Cumulative Unrealized Gains and Losses in Surplus

Unassigned surplus was increased by cumulative unrealized investment gains of \$448,861 at March 31, 2017 and reduced by cumulative net unrealized investment losses of \$643,439 at December 31, 2016.
 - 11. Surplus Note – none.
 - 12. Quasi-Reorganization – not applicable.
 - 13. Date of a Quasi –Reorganization – not applicable.

NOTES TO FINANCIAL STATEMENTS

14. Liabilities, Contingencies and Assessments

A. Contingent Commitments – none.

B. Assessments:

Penn Treaty. The Company operates in a regulatory environment that may require its participation in assessments under state insurance guaranty association laws. The Company’s exposure to assessments for certain obligations of insolvent insurance companies to policyholders and claimants is based on its share of business written in the relevant jurisdictions.

On March 1, 2017, the Commonwealth Court of Pennsylvania entered an order of liquidation of Penn Treaty Network America Insurance Company, together with its subsidiary American Network Insurance Company (collectively “Penn Treaty”, a long-term care insurance carrier), triggering guaranty fund coverage and accrual of a liability. For the three months ended March 31, 2017, the Company recorded in taxes, licenses and fees \$1,060,851, representing its estimate of future assessments net of related premium tax credits. The estimate includes a reduction for premium tax refunds for in-force short-term health contract renewals as a result of the assessments imposed on short-term health contracts for the insolvencies of insurers that wrote long-term care contracts. This assessment is expected to be updated in future periods for changes in the estimate of the insolvency.

Undiscounted and discounted amount of the guaranty fund liabilities and assets as of March 31, 2017:

<i>(In whole dollars)</i>	Liability	Asset
Undiscounted	\$ 4,234,422	\$ 2,621,405
Discounted	\$ 3,590,507	\$ 2,529,656

Jurisdictional assessments expected to be paid within one year are accrued at the amount billed or expected to be billed. Other assessments were discounted.

The discount rate applied was 3.5%.

Name of the Insolvency	Payables			Recoverables		
	Number of Jurisdictions	Range of Years	Average Number of Years	Number of Jurisdictions	Range of Years	Average Number of Years
Penn Treaty	2	49-59	15	1	5	5

C. Gain Contingencies – none.

D. Claims-Related Extra Contractual Obligations – none.

E. Joint and Several Liabilities – none.

F. All Other Liabilities:

Litigation and Other Legal Matters:

Cigna and its subsidiaries (including the Company; and collectively known as Cigna) are routinely involved in numerous claims, lawsuits, regulatory audits, investigations and other legal matters arising, for the most part, in the ordinary course of managing a global health services business. These actions may include benefit disputes, breach of contract claims, tort claims, provider disputes, disputes regarding reinsurance arrangements, employment and employment discrimination-related suits, employee benefit claims, wage and hour claims, privacy, intellectual property claims and real estate related disputes. There are currently, and may be in the future, attempts to bring class action lawsuits against the industry. Cigna and its subsidiaries (including the Company) also are regularly engaged in IRS audits and may be subject to examinations by various state and foreign taxing authorities. Disputed income tax matters arising from these examinations, including those resulting in litigation, are accounted for under the NAIC’s accounting guidance for tax loss contingencies. Further information on income tax matters can be found in Note 9.

When the Company (in the course of its regular review of pending litigation and legal or regulatory matters) has determined that a material loss is reasonably possible, the matter is disclosed. In accordance with statutory accounting principles, when litigation and regulatory

NOTES TO FINANCIAL STATEMENTS

matters present loss contingencies that are both probable and estimable, the Company accrues the estimated loss by a charge to income. The amount accrued represents the Company's best estimate of the probable loss at the time. If only a range of estimated losses can be determined, the Company accrues an amount within the range that, in the Company's judgment, reflects the most likely outcome; if none of the estimates within that range is a better estimate than any other amount, the Company accrues the minimum amount of the range.

In cases when the Company has accrued an estimated loss, the accrued amount may differ materially from the ultimate amount of the loss. In many proceedings, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount or range of any loss. The Company provides disclosure in the aggregate for material pending litigation and legal or regulatory matters, including accruals, range of loss, or a statement that such information cannot be estimated. As a litigation or regulatory matter develops, the Company monitors the matter for further developments that could affect the amount previously accrued, if any, and updates such amount accrued or disclosures previously provided as appropriate.

The outcome of litigation and other legal or regulatory matters is always uncertain and unfavorable outcomes that are not justified by the evidence or existing law can occur. Cigna and its subsidiaries (including the Company) believe that it has valid defenses to the matters pending against it and is defending itself vigorously. Except as otherwise noted, Cigna and its subsidiaries (including the Company) believes that the legal actions, regulatory matters, proceedings and investigations currently pending against them should not have a material adverse effect on Cigna and its subsidiaries' (including the Company's) results of operation, financial condition or liquidity based upon current knowledge and taking into consideration current accruals. Due to numerous uncertain factors presented in these cases, it is not possible to estimate an aggregate range of loss (if any) for these matters at this time. In light of the uncertainties involved in these matters, there is no assurance that their ultimate resolution will not exceed the amounts currently accrued by Cigna and its subsidiaries (including the Company). An adverse outcome in one or more of these matters could be material to Cigna and its subsidiaries' (including the Company's) results of operations, financial condition or liquidity for any particular period.

The business of administering and insuring health services programs, particularly health care and group insurance programs, is heavily regulated by federal and state laws and administrative agencies, such as state departments of insurance and the U.S. Departments of Health and Human Services, Treasury, Labor and Justice, as well as the courts. Health care regulation and legislation in its various forms, including the implementation of Health Care Reform, other regulatory reform initiatives, such as those relating to Medicare programs, or additional changes in existing laws or regulations or their interpretations, could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, there is heightened review by federal and state regulators of the health care, disability and life insurance industry business and related reporting practices. Cigna and its subsidiaries (including the Company) are frequently the subject of regulatory market conduct reviews and other examinations of its business and reporting practices, audits and investigations by state insurance and health and welfare departments, state attorneys general, CMS and the Office of Inspector General ("OIG"). With respect to Cigna's Medicare Advantage business, CMS and OIG perform audits to determine a health plan's compliance with federal regulations and contractual obligations, including compliance with proper coding practices (sometimes referred to as Risk Adjustment Data Validation Audits or "RADV audits"), that may result in retrospective adjustments to payments made to health plans. Regulatory actions can result in assessments, civil or criminal fines or penalties or other sanctions, including loss of licensing or exclusion from participating in government programs.

Regulation, legislation and judicial decisions have resulted in changes to industry and Cigna and its subsidiaries' (including the Company) business practices, financial liability or other sanctions and will continue to do so in the future.

CMS Actions. In January 2016, CMS issued a Notice of Imposition of Immediate Intermediate Sanctions ("the Notice") to Cigna. The Notice required Cigna to suspend certain enrollment and marketing activities for its Medicare Advantage Prescription Drug and Medicare Part D Plans. The sanctions do not impact the right of current enrollees to remain covered by our Medicare Advantage Prescription Drug or Medicare Part D Plans.

CMS imposed sanctions based on its finding of deficiencies with Cigna's operations of its Parts C and D appeals and grievances, Part D formulary and benefit administration, and compliance program. Management is working towards having these sanctions lifted in time to

NOTES TO FINANCIAL STATEMENTS

participate in the 2018 annual enrollment period. For the three months ended March 31, 2017, Medicare enrollment and consolidated revenues were materially impacted due to our inability to participate in 2017 annual enrollment and management expects the trend to continue for the remainder of 2017.

On October 12, 2016, CMS announced Medicare Star Quality Ratings (“Star Ratings”) for 2017. While Star Ratings are based on a number of plan performance measures that are evaluated each year, the projected Star Ratings for Cigna plans included certain reductions which are primarily attributable to the CMS audit discussed above. Under these revised Star Ratings, approximately 20% of Cigna's Medicare Advantage customers would be in a 4 Stars or greater plan. Cigna does not believe that these Star Ratings reflect the quality offerings Cigna-HealthSpring provides to beneficiaries.

Cigna filed a Reconsideration request with CMS, which was denied, and will work fully with CMS through their process as well as consider additional alternatives with the objective that the final Star Ratings more accurately reflect Cigna performance under the Star Ratings measures. Cigna remains committed to their partnership with CMS and to delivering quality products and services to seniors, while working to mitigate the impact these Star Ratings could have on offerings in 2018. If we are unsuccessful in restoring at least some of the Star Ratings, modifying product offering or implementing operational efficiencies in the Government business, the effect in 2018 could be material. There is no financial impact in 2017 because these ratings apply to plans for the 2018 payment year.

Antitrust Litigation. On July 21, 2016, the DOJ and certain state attorneys general filed a civil antitrust lawsuit in the U.S. District Court for the District of Columbia (the “District Court”) seeking to block the merger and, on January 4, 2017, the parties concluded the District Court trial. On February 8, 2017, the District Court issued an order enjoining the proposed merger. Anthem filed a notice of appeal of the District Court’s order with the U.S. Court of Appeals for the District of Columbia Circuit (the “Appeals Court”) and requested an expedited appeal. On February 17, 2017, the Appeals Court granted Anthem’s motion for an expedited appeal. That same day, Cigna filed its notice of appeal of the District Court’s order with the Appeals Court. Oral arguments were heard on March 24, 2017. On April 28, 2017, the Appeals Court affirmed the decision of the District Court. On May 5, 2017, Anthem filed a petition for a writ of certiorari with the United States Supreme Court seeking appeal of the U.S. Court of Appeals decision affirming the District Court’s order enjoining the merger.

Litigation with Anthem. On February 14, 2017, Cigna delivered a notice to Anthem terminating the merger agreement, and notifying Anthem that it must pay Cigna the \$1.85 billion reverse termination fee pursuant to the terms of the merger agreement. Also on February 14, 2017, Cigna filed suit against Anthem in the Delaware Court of Chancery (the “Chancery Court”). The complaint sought declaratory judgments that Cigna’s termination of the merger agreement was valid and that Anthem was not permitted to extend the termination date. The complaint also sought payment of the reverse termination fee and additional damages in an amount exceeding \$13 billion, which includes the lost premium value to Cigna’s shareholders caused by Anthem’s willful breaches of the merger agreement.

Also on February 14, 2017, Anthem filed a lawsuit in the Chancery Court against Cigna seeking (i) a temporary restraining order to enjoin Cigna from terminating and taking any action contrary to the terms of the merger agreement, (ii) specific performance compelling Cigna to comply with the merger agreement and (iii) damages. On February 15, 2017, the Chancery Court granted Anthem's motion for a temporary restraining order and issued an order temporarily enjoining Cigna from terminating the merger agreement. This is not a decision on the merits of the case, but rather an order to ensure irrevocable actions do not take place before the Chancery Court's substantive review of the issues. Cigna will continue to abide by terms of the merger agreement until the expiration or lifting of the Chancery Court’s order and any further review of the case by the Chancery Court. This order was subject to review by the Chancery Court at a preliminary injunction hearing on May 8, 2017.

Cigna believes in the merits of their claims and dispute Anthem’s claims, and intends to vigorously defend themselves and pursue their claims. The outcomes of lawsuits are inherently unpredictable, and Cigna may be unsuccessful in the ongoing litigation or any future claims or litigation.

Shareholder Litigation. Following announcement of Cigna’s merger agreement with Anthem as discussed in Note 1, putative class action complaints (collectively the “complaints” or “Cigna Merger Litigation”) were filed by purported Cigna shareholders on behalf of a purported class of Cigna shareholders. Additional lawsuits arising out of or relating to the merger agreement or the merger may be filed in the future.

NOTES TO FINANCIAL STATEMENTS

Cigna, members of the Cigna board of directors, Anthem and Anthem Merger Sub Corp (“Merger Sub”) have been named as defendants. The plaintiffs generally assert that the members of the Cigna board of directors breached their fiduciary duties to the Cigna shareholders during merger negotiations and by entering into the merger agreement and approving the merger, and that Cigna, Anthem and Merger Sub aided and abetted such breaches of fiduciary duties. The allegations include, among other things, that (1) the merger consideration undervalues Cigna, (2) the sales process leading up to the merger was flawed due to purported conflicts of interest of members of the Cigna board of directors and (3) certain provisions of the merger agreement inappropriately favor Anthem and inhibit competing bids. Plaintiffs seek, among other things, injunctive relief enjoining the merger, rescission of the merger agreement to the extent already implemented, and costs and damages.

Effective November 24, 2015, solely to avoid the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, Cigna, Cigna’s directors, Anthem and Merger Sub entered into a Memorandum of Understanding (“MOU”) to settle the Cigna Merger Litigation. Subject to approval by the Connecticut Superior Court, Judicial District of Hartford and further definitive documentation in a settlement agreement that will be subject to customary conditions, the MOU resolved the Cigna Merger Litigation and provided that Cigna would make certain additional disclosures related to the merger. If the Court approves the settlement, the Cigna Merger Litigation will be dismissed with prejudice and all claims that were or could have been brought in any actions challenging any aspect of the merger, the merger agreement and any related disclosures will be released. In connection with the settlement, subject to the ultimate determination of the Court, plaintiffs’ counsel may receive an award of reasonable fees. There can be no assurance that the parties will ultimately enter into a settlement agreement, or that the Court will approve the settlement even if the parties were to enter into such agreement. The MOU may terminate, if, among other reasons, the Court does not approve the settlement or the merger is not consummated for any reason.

Health Care Regulation. As a managed care organization, the Company’s operations are and will continue to be subject to pervasive federal, state, and local government regulation, which will have a material impact on our operations. The laws and regulations affecting our industry give state and federal regulatory authorities broad discretion in their exercise of supervisory, regulatory, and administrative powers. These laws and regulations are intended primarily for the benefit of members of and providers to the Company. Health care regulation in its various forms could have an adverse effect on Company’s health care operations if it inhibits the Company’s ability to respond to market demands or results in increased medical or administrative costs without improving the quality of care or services.

- G. Uncollectible Amounts - none
- 15. Leases
 - A. Lessee Operating Leases – none
 - B. Lessor Leases – none
- 16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
 - 1. Financial Instruments with Off-Balance Sheet Risk – not applicable.
 - 2. Nature and Terms of Financial Instruments with Off-Balance Sheet Risk – not applicable.
 - 3. Amount of Loss – not applicable.
 - 4. Policy for Requiring Collateral – not applicable.
- 17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfer of Receivables Reported as Sales – not applicable.
 - B. Transfer and Servicing of Financial Assets – not applicable.
 - C. Wash Sales – none.
- 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

NOTES TO FINANCIAL STATEMENTS

- A. ASO Plans – not applicable.
 - B. ASC Plans – not applicable.
 - C. Medicare or Similarly Structured Cost Based Reimbursement Contracts – not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
- Not applicable.
20. Fair Value Measurements

A. Fair Value Measurements

Fair value is defined as the price at which an asset could be exchanged in an orderly transaction between market participants at the balance sheet date. The Company’s financial assets have been classified based upon a hierarchy defined by SAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset’s or a liability’s classification is based on the lowest level input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument’s fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

- Level 1 Inputs for instruments classified in Level 1 include unadjusted quoted prices for identical assets in active markets accessible at the measurement date. Active markets provide pricing data for trades occurring at least weekly and include exchanges and dealer markets.
- Level 2 Inputs for instruments classified in Level 2 include quoted prices for similar assets in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are market observable or can be corroborated by market data for the term of the instrument. Such other inputs include market interest rates and volatilities, spreads and yield curves. An instrument is classified in Level 2 if the Company determines that unobservable inputs are insignificant. Level 2 assets primarily include corporate bonds valued using recent trades of similar securities or pricing models that discount future cash flows at estimated market interest rates.
- Level 3 Certain inputs for instruments classified in Level 3 are unobservable (supported by little or no market activity) and significant to their resulting fair value measurement. Unobservable inputs reflect the Company’s best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

- 1. **Fair Value Measurements at Reporting Date –**
The Company carries certain financial instruments at fair value in the financial statements including bonds valued at the lower of cost or fair value when reported at fair value at the balance sheet date.

The following tables provide information about the Company’s financial instruments carried at fair value as of March 31, 2017 and December 31, 2016.

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

NOTES TO FINANCIAL STATEMENTS

Financial Assets at Fair Value	Quoted Prices in			Total
	Active Markets	Significant Other	Significant	
	for Identical	Observable	Unobservable	
	Assets	Inputs	Inputs	
	(Level 1)	(Level 2)	(Level 3)	
March 31, 2017				
Bonds	\$ -	\$ 8,873,399	\$ 4,722,313	\$ 13,595,712

Financial Assets at Fair Value	Quoted Prices in			Total
	Active Markets	Significant Other	Significant	
	for Identical	Observable	Unobservable	
	Assets	Inputs	Inputs	
	(Level 1)	(Level 2)	(Level 3)	
December 31, 2016				
Bonds	\$ -	\$ 8,709,441	\$ 4,770,065	\$ 13,479,506

During the three months ended March 31, 2017 and December 31, 2016, there were no significant transfers between Levels 1 and 2. Transfers between levels are assumed to occur at the beginning of the quarter in which they occur.

2. **Fair Value Measurements in Level 3 of the Fair Value Hierarchy** – The following tables summarize the changes in financial instruments classified in Level 3 for the three months ended March 31, 2017 and 2016. Gains and losses reported in these tables may include net changes in fair value that are attributable to both observable and unobservable inputs.

For the Three Months Ended March 31, 2017

Level 3				Total losses	Total losses					Ending
Financial	Beg Balance	Transfers	Transfers out	Net Income	included in					Balance
Assets	1/1/17	into Level 3	of Level 3	(1)	Surplus	Purchases	Issuances	Sales	Settlements	3/31/17
Bonds	\$ 4,770,065	\$ -	\$ (462,038)	\$ (18,260)	\$ 432,546	\$ -	\$ -	\$ -	\$ -	\$ 4,722,313

(1) Bond losses included in net income attributable to instruments held at reporting time were \$18,260.

For the Three Months Ended March 31, 2016

Level 3 Financial Assets	Beg Balance 1/1/16	Transfers into Level 3	Transfers out of Level 3	Total losses included in Net Income (1)	Total losses included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance 3/31/16
Bonds	\$ -	\$ 7,415,557	\$ -	\$ (39,288)	\$ (965,947)	\$ -	\$ -	\$ -	\$ (495,238)	\$ 5,915,084

(1) Bond losses included in net income attributable to instruments held at reporting time were \$39,288.

3. **Level 3 Transfers** - Transfers into and out of Level 3 are reported as of the beginning of the quarter in which they occur. Transfers into or out of Level 3 occur when there is a change in the measurement basis in the period for lower-rated bonds valued at the lower of cost or fair value. Transfers into or out of Level 3 may also occur when observable inputs, such as the Company’s best estimate of what a market participant would use to determine a current transaction price, become more or less significant to the fair value measurement.
4. **Valuation Techniques and Inputs**
The Company estimates fair values using prices from third parties or internal pricing methods. Fair value estimates received from third-party pricing services are based on reported trade activity and quoted market prices when available, and other market information that a market participant may use to estimate fair value. Such other inputs include market interest rates and volatilities, spreads, and yield curves. The internal pricing methods are performed by the Company’s investment professionals and generally involve using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality, as well as other

NOTES TO FINANCIAL STATEMENTS

qualitative factors. In instances where there is little or no market activity for the same or similar instruments, the fair value is estimated using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

B. Other Fair Value Disclosures

The Company provides additional fair value information in Notes 1 and 5.

C. Aggregate Fair Value of All Financial Instruments

The following tables provide the fair value, carrying value, and classification in the fair value hierarchy of the Company’s financial instruments as of March 31, 2017 and December 31, 2016.

Financial Assets	Aggregate Fair Value	Admitted Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Not Practicable (Carrying Value)
March 31, 2017						
Bonds	\$ 292,679,385	\$ 287,985,855	\$ 7,416,016	\$ 274,923,212	\$ 10,340,157	\$ -
Cash, cash equivalents and Short-Term Investments	\$ 143,896,090	\$ 143,896,090	\$ 34,389,301	\$ 109,506,789	\$ -	\$ -
Total	\$ 436,575,475	\$ 431,881,945	\$ 41,805,317	\$ 384,430,001	\$ 10,340,157	\$ -
December 31, 2016						
Bonds	\$ 301,560,130	\$ 297,880,539	\$ 7,402,514	\$ 283,604,862	\$ 10,552,754	\$ -
Cash and Short-Term Investments	\$ 80,110,030	\$ 80,110,030	\$ 8,089,082	\$ 72,020,948	\$ -	\$ -
Total	\$ 381,670,160	\$ 377,990,569	\$ 15,491,596	\$ 355,625,810	\$ 10,552,754	\$ -

The following valuation methodologies and significant assumptions are used by the Company to determine fair value for each instrument.

Bonds

The methods and significant assumptions used to estimate the fair value of bonds are described in A4 above.

Cash, Cash Equivalents, and Short-Term Investments

Short-term investments and cash equivalents are carried at fair value which approximates cost, and are classified in Level 2. Given the nature of cash, fair value approximates carrying value and is classified in Level 1.

D. Disclosures about Financial Instruments Not Practicable to Estimate Fair Value – None

21. Other Items

- A. Extraordinary Items – none.
- B. Troubled Debt Restructuring: Debtors – none.
- C. Other Disclosures and Unusual Items - none
- D. Business Interruption Insurance Recoveries – none.
- E. State Transferable and Non-transferable Tax Credits – none.
- F. Subprime Mortgage-Related Risk Exposure
 - 1. The Company did not hold mortgage loans in 2016 and 2015 and, therefore, is not subject to the related risk exposure pertaining to subprime mortgages.
 - 2. Direct Exposure through Investments in Subprime Loans – not applicable.
 - 3. Direct Exposure through Other Investments – not applicable.
 - 4. Underwriting Exposure to Subprime Mortgage Risk – not applicable.

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

NOTES TO FINANCIAL STATEMENTS

G. Retained Assets – none

22. Events Subsequent

Type I – Recognized Subsequent Events:

The Company is not aware of any Type I events that occurred subsequent to the close of the books or accounts for this statement which would have a material effect on the financial condition of the Company. In preparing these financial statements, the Company evaluated events that occurred between the balance sheet date and May 12, 2017 for the statutory statement filed on May 12, 2017.

Type II – Nonrecognized Subsequent Events:

Subsequent events have been considered through May 12, 2017 for the statutory statement issued on May 12, 2017.

On January 1, 2018, the Company will be subject to an annual fee under section 9010 of the Federal Affordable Care Act (ACA). Cigna covered entities’ share of the annual fee is based on the ratio of the amount of their aggregate net premiums written during the preceding calendar year to the amount of health insurance for any U.S. health risk that is written during the preceding year. A health insurance entity’s portion of the annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1 of the year the fee is due. As of March 31, 2017, the Company has written health insurance subject to the ACA assessment, expects to conduct health insurance business in 2018 and estimates its portion of the annual health insurance industry fee to be \$7,949,578 payable on September 30, 2018. This amount is reflected in special surplus in accordance with SSAP No. 35R, *Guaranty Fund and Other Assessments*. This assessment is expected to impact risk based capital (RBC) by 10%. Reporting the ACA assessment as of March 31, 2017 would not have triggered an RBC action level.

	2017	2016
A. Did the reporting entity write accident and health insurance premium that is subject to Section 9010 of the federal Affordable Care Act (Yes/No)?	Yes	Yes
B. ACA fee assessment payable for the upcoming year	\$ 7,949,578	\$ -
C. ACA fee assessment paid	\$ -	\$ 31,011,380
D. Premium written subject to ACA 9010 assessment	\$ 535,803,095	n/a
E. Total Adjusted Capital before surplus adjustment	\$ 290,229,804	\$ 280,203,155
F. Total Adjusted Capital after surplus adjustment (Five-Year Historical Line 14 minus 22B above)	\$ 282,280,226	n/a
G. Authorized Control Level (Five-Year Historical Line 15)	\$ 78,871,713	\$ 78,871,713
H. Would reporting the ACA assessment as of March 31, 2017, have triggered an RBC action level (Yes/No)?	No	n/a

23. Reinsurance

A. Ceded Reinsurance Report

Section 1- General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the Company or by any representative, officer, trustee or director of the Company?
Yes () No (X)
- (2) Have any policies issued by the Company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or any other person not primarily engaged in the insurance business?
Yes () No (X)

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the Company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit?

NOTES TO FINANCIAL STATEMENTS

Yes () No (X)

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected above) of termination of all reinsurance agreements, by either party, as of the date of this statement? Where necessary, the Company may consider the current or anticipated experience of the business reinsured in making this estimate. None.

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the Company as of the effective date of the agreement?

Yes () No (X)

B. Uncollectible Reinsurance – none.

C. Commutation of Ceded Reinsurance – none.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation – none

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. Method Used to Estimate Accrued Retrospective Premium Adjustments – not applicable.

B. Where Accrued Retrospective Premium Adjustments are Recorded – not applicable.

C. Amount of Net Written Premiums Subject to Retrospective Rating Features – not applicable.

D. Medical loss ratio rebates required pursuant to the Public Health Service Act

On January 1, 2014, the Company became subject to the minimum loss ratio rebate provisions of the Affordable Care Act (ACA). ACA require payment of premium rebates to customers covered under the Company's comprehensive medical insurance if certain annual minimum medical loss ratios are not met. At the close of each quarter, the Company records its rebate accrual based on year-to-date estimated medical loss ratios calculated as prescribed by the interim final rule issued by the Department of Health & Human Services using year-to-date premium and claim information by state and market segment. Since this accrual reflects the amount of rebate that would be payable based on year-to-date estimated medical loss ratios, the amount of rebate will fluctuate as actual claim experience develops each calendar quarter.

As of March 31, 2017 and December 31, 2016, the Company accrued an estimated rebate of \$1,020,262 and \$724,020, respectively.

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

NOTES TO FINANCIAL STATEMENTS

	Small Group Large Group			Other	
	Individual	Employer	Employer	Categories with Rebates	Total
Prior Reporting Year					
(1) Medical loss ratio rebates incurred	\$ 0	0	0	\$ 15,675	\$ 15,675
(2) Medical loss ratio rebates paid	0	0	0	68,382	68,382
(3) Medical loss ratio rebates unpaid	0	0	0	724,020	724,020
(4) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	–
(5) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	–
(6) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 724,020
Current Reporting Year-to-date					
(7) Medical loss ratio rebates incurred	\$ 0	0	0	\$ 296,242	\$ 296,242
(8) Medical loss ratio rebates paid	0	0	0	–	–
(9) Medical loss ratio rebates unpaid	0	0	0	1,020,262	1,020,262
(10) Plus reinsurance assumed amounts	XXX	XXX	XXX	XXX	–
(11) Less reinsurance ceded amounts	XXX	XXX	XXX	XXX	–
(12) Rebates unpaid net of reinsurance	XXX	XXX	XXX	XXX	\$ 1,020,262

E. Risk Sharing Provisions of the Affordable Care Act – the Company does not write business subject to the Risk Sharing Provisions of the Affordable Care Act.

25. Change in Incurred Claims and Claim Adjustment Expenses

The following table shows the liability for claims unpaid as of December 31, 2016 and amounts paid during the current year on these liabilities. The reserves remaining for prior years result from a re-estimation of unpaid claims and claim adjustment expenses and reflect a favorable/(unfavorable) development since December 31, 2016. This release is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

	Unpaid Claims	Accrued Medical Incentive Pool & Bonus	Healthcare Receivable	Total
12/31/2016 Balance	\$ 165,091,557	\$ 5,248,320	\$ 31,972,094	\$ 138,367,783
Paid/(Received)	109,639,937	1,205,379	17,722,265	93,123,051
Favorable/(Unfavorable) Development	25,820,321	2,656,464	11,346,733	17,130,052
3/31/2017 Balance for 2016 & Prior	\$ 29,631,299	\$ 1,386,477	\$ 2,903,096	\$ 28,114,680

Changes in unpaid claims adjustment expenses of \$(583,640) and \$404,973 for 2017 and 2016, respectively, are included in claim adjustment expenses.

26. Intercompany Pooling Arrangements

A.-G. – none

27. Structured Settlements

Not applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

The Estimated Pharmacy Rebates as Reported on Financial Statements for March 31, 2017 exclude no amounts related to non-admitted rebates.

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

NOTES TO FINANCIAL STATEMENTS

Quarter ended	Estimated pharmacy rebates as reported in statutory basis financial statements	Pharmacy rebates as billed	Actual rebates received within 90 days of billing	Actual rebates received within 91 to 180 days of billing	Actual rebates received more than 180 days of billing
March 31, 2017	\$ 22,096,620	\$ 22,091,779	\$ —	\$ —	\$ —
December 31, 2016	\$ 16,737,311	\$ 16,204,739	\$ 16,199,898	\$ —	\$ —
September 30, 2016	17,999,701	17,662,714	17,668,363	(5,649)	—
June 30, 2016	19,047,127	17,750,475	17,748,136	2,339	—
March 31, 2016	18,977,014	18,759,078	17,849,864	909,464	(250)
December 31, 2015	\$ 17,784,390	\$ 16,853,342	\$ 16,848,905	\$ 4,437	\$ —
September 30, 2015	17,662,611	17,074,426	16,577,285	438,743	58,398
June 30, 2015	22,347,246	15,815,722	15,122,868	642,013	50,841
March 31, 2015	39,546,478	13,826,444	7,237,257	6,542,533	46,654
December 31, 2014	\$ 76,750,628	\$ 58,356,894	\$ 27,071,677	\$ 31,285,217	\$ —
September 30, 2014	78,302,018	53,664,654	27,219,635	26,445,019	—
June 30, 2014	86,784,435	56,074,079	27,901,201	26,030,603	2,142,275
March 31, 2014	60,559,492	58,566,867	29,787,957	27,257,450	1,521,460

B. Risk Sharing Receivables

Calendar Year	Evaluation Period	Risk Sharing Receivable as Estimated in the Prior Year	Risk Sharing Receivable as Estimated in the Current Year	Risk Sharing Receivable Billed	Risk Sharing Receivable Not Yet Billed	Actual Risk Sharing Amounts Collected in Year Invoiced	Actual Risk Sharing Receivable First Year Subsequent	Actual Risk Sharing Amounts Received Second Year Subsequent	Actual Risk Sharing Amounts Received - All Other
2017	2017	\$ —	\$ 6,917,709	\$ —	\$ 6,917,709	\$ —	\$ —	\$ —	\$ —
	2018	xxx	—	xxx	—	xxx	—	xxx	—
2016	2016	\$ 1,699,168	\$ —	\$ -	\$ —	\$ —	\$ —	\$ —	\$ —
	2017	xxx	—	xxx	—	xxx	—	xxx	—
2015	2015	\$ -	\$ —	\$ -	\$ —	\$ -	\$ —	\$ —	\$ —
	2016	xxx	—	xxx	—	xxx	—	xxx	—

C. Other Healthcare Receivables

Other Healthcare receivables included:

Claim overpayment receivables	\$ 21,344,250
Capitation arrangement receivables	5,699
Other healthcare receivables	4,883,917
Total	<u>\$ 26,233,866</u>

29. Participating Policies

None.

NOTES TO FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

Premium deficiencies occur when it is probable that expected claims expense (hospital/medical expenses and administrative expenses) will exceed future premiums on existing insurance contracts. For purposes of estimating premium deficiency losses, contracts are grouped in a manner consistent with the Company’s method of acquiring, servicing, and measuring the profitability of such contracts. At March 31, 2017 and December 31, 2016, the Company had liabilities related to premium deficiency reserves on its Medicaid business.

	<u>2017</u>	<u>2016</u>
1. Liability carried for premium deficiency reserves	\$ 9,905,031	\$ 27,455,010
2. Date of the most recent evaluation of this liability	April 28, 2017	January 19, 2017
3. Was anticipated investment income utilized in the calculation?	No	No

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]

1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]

2.2

If yes, date of change:

3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?
If yes, complete Schedule Y, Parts 1 and 1A.

Yes [X] No []

3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [] No [X]

3.3

If the response to 3.2 is yes, provide a brief description of those changes.

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]

4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes [] No [X] N/A []

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2014

6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2014

6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/25/2016

6.4

By what department or departments?
Texas Department of Insurance

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [] No [] N/A [X]

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [X] No [] N/A []

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [] No [X]

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [] No [X]

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [] No [X]

8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$.....0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....0
13.

Amount of real estate and mortgages held in short-term investments:

\$.....0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$.....0 | \$.....0 |
| 14.22 Preferred Stock | \$.....0 | \$.....0 |
| 14.23 Common Stock | \$.....0 | \$.....0 |
| 14.24 Short-Term Investments | \$.....0 | \$.....0 |
| 14.25 Mortgage Loans on Real Estate | \$.....0 | \$.....0 |
| 14.26 All Other | \$.....0 | \$.....0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$.....0 | \$.....0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$.....0 | \$.....0 |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No []

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.3 Total payable for securities lending reported on the liability page.
- \$

\$

\$
- 0

0

0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
- Yes [X] No []

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JPMorgan Chase Bank, N.A.	4 Chase MetroTech Center Brooklyn, New York 11245

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes [] No [X]

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
CIGNA Investments, Inc. 900 Cottage Grove Road, Bloomfield, CT 06002	A

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's assets?
- Yes [] No [X]

- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets?
- Yes [] No [X]

- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
105811	CIGNA, Investments, Inc.	Not available	Securities & Exchange Commission (SEC)	DS.

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed?
- Yes [X] No []

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

89.9 %
- 1.2 A&H cost containment percent

6.3 %
- 1.3 A&H expense percent excluding cost containment expenses

9.2 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1	2	3	4	5	6	7	8	9
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Type of Reinsurer	Certified Reinsurer Rating (1 through 6)	Effective Date of Certified Reinsurer Rating
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
		2	3	4	5	6	7	8	9	
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	L							0	
2.	Alaska	L							0	
3.	Arizona	L							0	
4.	Arkansas	L		2,185,827					2,185,827	
5.	California	L							0	
6.	Colorado	L							0	
7.	Connecticut	L							0	
8.	Delaware	L							0	
9.	District of Columbia	L							0	
10.	Florida	L							0	
11.	Georgia	L		6,709,658					6,709,658	
12.	Hawaii	L							0	
13.	Idaho	L							0	
14.	Illinois	L							0	
15.	Indiana	L							0	
16.	Iowa	L							0	
17.	Kansas	L							0	
18.	Kentucky	L							0	
19.	Louisiana	L							0	
20.	Maine	L							0	
21.	Maryland	L							0	
22.	Massachusetts	L							0	
23.	Michigan	L							0	
24.	Minnesota	L							0	
25.	Mississippi	L							0	
26.	Missouri	L							0	
27.	Montana	L							0	
28.	Nebraska	L							0	
29.	Nevada	L							0	
30.	New Hampshire	L							0	
31.	New Jersey	L							0	
32.	New Mexico	L							0	
33.	New York	L							0	
34.	North Carolina	L							0	
35.	North Dakota	L							0	
36.	Ohio	L							0	
37.	Oklahoma	L							0	
38.	Oregon	L							0	
39.	Pennsylvania	L							0	
40.	Rhode Island	L							0	
41.	South Carolina	L							0	
42.	South Dakota	L							0	
43.	Tennessee	L							0	
44.	Texas	L		309,217,651	217,689,959				526,907,610	
45.	Utah	L							0	
46.	Vermont	L							0	
47.	Virginia	L							0	
48.	Washington	L							0	
49.	West Virginia	L							0	
50.	Wisconsin	L							0	
51.	Wyoming	L							0	
52.	American Samoa	N							0	
53.	Guam	N							0	
54.	Puerto Rico	N							0	
55.	U.S. Virgin Islands	N							0	
56.	Northern Mariana Islands	N							0	
57.	Canada	N							0	
58.	Aggregate Other Aliens	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	0	318,113,136	217,689,959	0	0	0	535,803,095	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 51	0	318,113,136	217,689,959	0	0	0	535,803,095	0
DETAILS OF WRITE-INS										
58001.	.....	XXX								
58002.	.....	XXX								
58003.	.....	XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

The following is a listing identifying and indicating the interrelationships among all affiliated insurers (identified by an asterisk, and if such insurer is incorporated in the United States of America, by a Federal Employer Identification Number, NAIC Company Code and Jurisdiction of Incorporation) and all other affiliates, as of March 31, 2017:

Cigna CORPORATION			
(A Delaware corporation and ultimate parent company)			
Cigna Holdings, Inc.			
	Cigna Intellectual Property, Inc.		
	Cigna Investment Group, Inc.		
		Cigna International Finance Inc.	
		Former Cigna Investments, Inc.	
		Cigna Investments, Inc.	
		Cigna Benefits Financing, Inc. (EI # 010947889, DE)	
	Connecticut General Corporation		
		Benefit Management Corp. (EI # 81-0585518)	
		*Allegiance Life & Health Insurance Company (EI # 20-4433475, NAIC # 12814, MT)	
		*Allegiance Re, Inc. (EI # 20-3851464, MT)	
		Allegiance Benefit Plan Management, Inc.	
		Allegiance COBRA Services, Inc.	
		Allegiance Provider Direct, LLC	
		Community Health Network, LLC	
		Intermountain Underwriters, Inc.	
		Star Point, LLC	
	HealthSpring, Inc.		
		NewQuest, LLC	
			NewQuest Management Northeast, LLC
			*Bravo Health Mid-Atlantic, Inc. (EI # 52-2259087, NAIC # 10095, MD)
			*Bravo Health Pennsylvania, Inc. (EI # 52-2363406, NAIC # 11254, PA)
			*HealthSpring Life & Health Insurance Company (EI # 20-8534298, NAIC # 12902, TX)
			*HealthSpring of Alabama, Inc. (EI # 63-0925225, NAIC # 95781, AL)
			*HealthSpring of Florida, Inc. (EI # 65-1129599, NAIC #11532, FL)
			NewQuest Management of Illinois, LLC
			NewQuest Management of Florida, LLC
			HealthSpring Management of America, LLC
			NewQuest Management of West Virginia, LLC
			TexQuest, LLC
			HouQuest, LLC
			GulfQuest, LP
			NewQuest Management of Alabama, LLC
			HealthSpring USA, LLC
			HealthSpring Management, Inc.
			HealthSpring of Tennessee, Inc. (EI # 62-1593150, NAIC # 11522, MD)
			Tennessee Quest, LLC
			HealthSpring Pharmacy Services, LLC
			HealthSpring Pharmacy of Tennessee, LLC
			Home Physicians Management, LLC
			Alegis Care Services, LLC
			*Cigna Arbor Life Insurance Company (EI # 03-0452349, NAIC # 13733, CT)
			Cigna Behavioral Health, Inc.
			Cigna Behavioral Health of California, Inc. (EI# 94-3107309)
			Cigna Behavioral Health of Texas, Inc. (EI# 75-2751090)
			MCC Independent Practice Association of New York, Inc.

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

		Cigna Dental Health, Inc.	
		Cigna Dental Health of California, Inc.	
		(EI# 59-2600475, CA)	
		Cigna Dental Health of Colorado, Inc.	
		(EI# 59-2675861, NAIC # 11175, CO)	
		Cigna Dental Health of Delaware, Inc.	
		(EI# 59-2676987, NAIC # 95380, DE)	
		Cigna Dental Health of Florida, Inc.	
		(EI# 59-1611217, NAIC # 52021, FL)	
		Cigna Dental Health of Illinois, Inc.	
		(EI# 06-1351097, IL)	
		Cigna Dental Health of Kansas, Inc.	
		(EI# 59-2625350, NAIC # 52024, KS)	
		Cigna Dental Health of Kentucky, Inc.	
		(EI# 59-2619589, NAIC # 52108, KY)	
		Cigna Dental Health of Missouri, Inc.	
		(EI#06-1582068, NAIC # 11160, MO)	
		Cigna Dental Health of New Jersey, Inc.	
		(EI# 59-2308062, NAIC # 11167, NJ)	
		Cigna Dental Health of North Carolina, Inc.	
		(EI# 56-1803464 , NAIC # 95179, NC)	
		Cigna Dental Health of Ohio, Inc.	
		(EI# 59-2579774, NAIC # 47805, OH)	
		Cigna Dental Health of Pennsylvania, Inc.	
		(EI# 52-1220578, NAIC # 47041, PA)	
		Cigna Dental Health of Texas, Inc.	
		(EI# 59-2676977, NAIC # 95037, TX)	
		Cigna Dental Health of Virginia, Inc.	
		(EI# 52-2188914, NAIC # 52617, VA)	
		Cigna Dental Health Plan of Arizona, Inc.	
		(EI# 86-0807222, NAIC # 47013, AZ)	
		Cigna Dental Health of Maryland, Inc.	
		(EI#20-2844020, NAIC #48119, MD)	
		Cigna Health Corporation	
		Healthsource, Inc.	
		Cigna HealthCare of Arizona, Inc.	
		(EI# 86-0334392, NAIC#95125, AZ)	
		Cigna HealthCare of California, Inc.	
		(EI# 95-3310115, CA)	
		Cigna HealthCare of Colorado, Inc.	
		(EI# 84-1004500, NAIC # 95604, CO)	
		Cigna HealthCare of Connecticut, Inc.	
		(EI# 06-1141174, NAIC # 95660, CT)	
		Cigna HealthCare of Florida, Inc.	
		(EI# 59-2089259, NAIC # 95136, FL)	
		Cigna HealthCare of Illinois, Inc.	
		(EI# 36-3385638, NAIC # 95602, IL)	
		Cigna HealthCare of Maine, Inc.	
		(EI# 01-0418220, NAIC # 95447, ME)	
		Cigna HealthCare of Massachusetts, Inc.	
		(EI# 02-0402111, NAIC # 95220, MA)	
		Cigna HealthCare Mid-Atlantic, Inc.	
		(EI# 52-1404350, NAIC # 95599, MD)	
		Cigna HealthCare of New Hampshire, Inc.	
		(EI# 02-0387749, NAIC # 95493, NH)	
		Cigna HealthCare of New Jersey, Inc.	
		(EI# 22-2720890, NAIC # 95500, NJ)	
		Cigna HealthCare of Pennsylvania, Inc.	
		(EI# 23-2301807, NAIC # 95121, PA)	
		Cigna HealthCare of St. Louis, Inc.	
		(EI# 36-3359925, NAIC # 95635, MO)	
		Cigna HealthCare of Utah, Inc.	
		(EI# 62-1230908, NAIC # 95518, UT)	
		Cigna HealthCare of Georgia, Inc.	
		(EI# 58-1641057, NAIC # 96229, GA)	
		Cigna HealthCare of Texas, Inc.	
		(EI# 74-2767437, NAIC # 95383, TX)	
		Cigna HealthCare of Indiana, Inc.	
		(EI# 35-1679172, NAIC # 95525, IN)	
		Cigna HealthCare of Tennessee, Inc.	
		(EI# 62-1218053, NAIC # 95606, TN)	
		Cigna HealthCare of North Carolina, Inc.	
		(EI# 56-1479515, NAIC# 95132, NC)	
		Cigna HealthCare of South Carolina, Inc.	

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

			(EI# 06-1185590, NAIC # 95708, SC)
			<u>*Temple Insurance Company Limited</u>
			<u>Arizona Health Plan, Inc.</u>
			<u>Healthsource Properties, Inc.</u>
			<u>Managed Care Consultants, Inc.</u>
			<u>Cigna Benefit Technology Solutions, Inc.</u>
			<u>Sagamore Health Network, Inc.</u>
			<u>Cigna Healthcare Holdings, Inc.</u>
			(EI# 84-0985843)
			<u>Great-West Healthcare of Illinois, Inc.</u>
			(EI# 93-1174749, NAIC 95388, IL)
			<u>Cigna Healthcare, Inc.</u>
			<u>*Cigna Life Insurance Company of New York</u>
			(EI# 13-2556568, NAIC # 64548, NY)
			<u>*Connecticut General Life Insurance Company</u>
			(EI# 06-0303370, NAIC # 62308, CT)
			<u>CG Mystic Center LLC</u>
			<u>Station Landing LLC</u>
			<u>CG Mystic Land LLC</u>
			<u>CG Skyline, LLC</u>
			<u>Skyline ND/CG LLC</u>
			<u>Skyline Mezzanine Borrower, LLC</u>
			<u>Skyline at Station Landing, LLC</u>
			<u>Careallies, LLC</u>
			<u>CG Bayport LLC</u>
			<u>Bayport Colony Apartments LLC</u>
			<u>Cigna Onsite Health, LLC</u>
			<u>Gillette Ridge Community Council, Inc.</u>
			<u>Gillette Ridge Golf LLC</u>
			<u>Hazard Center Investment Company LLC</u>
			<u>Tel-Drug of Pennsylvania, LLC</u>
			GRG Acquisitions LLC
			<u>Cigna Affiliates Realty Investment Group, LLC</u>
			(EI# 27-5402196, DE)
			<u>CR Longwood Investors, LP</u>
			<u>ND/CR Longwood LLC</u>
			<u>ARE/ND/CR Longwood LLC</u>
			Secon Properties, LP
			Transwestern Federal Holdings, L.L.C.
			<u>Transwestern Federal, L.L.C.</u>
			Market Street Residential Holdings LLC
			<u>Arborpoint at Market Street LLC</u>
			<u>Diamondview Tower CM-CG LLC</u>
			<u>CR Washington Street Investors LP</u>
			<u>Dulles Town Center Mall, LLC</u>
			<u>ND/CR Unicorn LLC</u>
			<u>Union Wharf Apartments LLC</u>
			<u>AMD Apartments Limited Partnership</u>
			<u>SP Newport Crossing LLC</u>
			<u>PUR Arbors Apartments Venture LLC</u>
			<u>CG Seventh Street, LLC</u>
			<u>Ideal Properties II LLC</u>
			<u>Alessandro Partners, LLC</u>
			<u>Mallory Square Partners I, LLC</u>
			<u>Houston Briar Forest Apartments Limited Partnership</u>
			<u>Newtown Partners II, LP</u>
			<u>Newtown Square GP LLC</u>
			<u>AFA Apartments Limited Partnership</u>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

				<div>SB-SNH LLC</div> <div>680 Investors LLC</div> <div>685 New Hampshire LLC</div> <div>CGGL 18301 LLC</div> <div>222 Main Street Caring GP LLC</div> <div>222 Main Street Investors LP</div> <div>Notch 8 Residential, L.L.C.</div> <div>UVL, LLC</div> <div>3601 North Fairfax Drive Associates, LLC</div>
				<div>CI Perris 151, LLC</div> <div>Lakehills CM - CG LLC</div> <div>Affiliated Hotel Subsidiary LLC</div> <div>CGGL 6280 LLC</div> <div>Berewick Apartments LLC</div> <div>CIG-LEI Ygnacio Associates LLC</div> <div>CGGL Orange Collection LLC</div> <div>CGGL Chapman LLC</div> <div>CGGL City Parkway LLC</div> <div>Heights at Bear Creek Venture LLC</div> <div>CORAC LLC</div> <div>Bridgepoint Office Park Associates, LLC (EI# 27-3923999, DE)</div> <div>Fairway Center Associates, LLC (EI# 27-3126102, DE)</div> <div>Henry on the Park Associates, LLC (EI 27-3582688, DE)</div> <div>*Cigna Health and Life Insurance Company (EI # 59-1031071, NAIC # 67369, CT)</div> <div>CarePlexus, LLC (EI# 45-2681649; DE)</div> <div>Cigna Corporate Services, LLC (EI 27-3396038, DE)</div> <div>Cigna Insurance Agency, LLC (EI # 27-1903785, CT)</div> <div>Ceres Sales of Ohio, LLC (EI # 34-1970892, OH)</div> <div>Central Reserve Life Insurance Company (EI # 34-0970995, NAIC # 61727, OH)</div> <div>Provident American Life & Health Insurance Company (EI # 23-1335885, NAIC # 67903, OH)</div> <div>United Benefit Life Insurance Company (EI # 75-2305400, NAIC # 65269, OH)</div> <div>Loyal American Life Insurance Company (EI # 63-0343428, NAIC # 65722, OH)</div> <div>American Retirement Life Insurance Company (EI # 59-2760189, NAIC # 88366, OH)</div> <div>QualCare Alliance Networks, Inc.</div> <div>QualCare, Inc.</div> <div>Scibal Associates, Inc.</div> <div>QualCare Captive Insurance Company Inc., PCC</div> <div>QualCare Management Resources Limited Liability Company</div> <div>Health-Lynx, LLC</div> <div>Sterling Life Insurance Company (EI # 13-1867829. NAIC # 77399.IL)</div> <div>Olympic Health Management Systems, Inc.</div> <div>Olympic Health Management Services, Inc.</div> <div>WorldDoc, Inc.</div>
				<div>Cigna Health Management, Inc. (EI# 23-1728483, DE)</div> <div>Kronos Optimal Health Company (20-8064696, AZ)</div> <div>*Life Insurance Company of North America (EI# 23-1503749, NAIC # 65498, PA)</div> <div>*Cigna & CMB Life Insurance Company Limited (remaining interest owned by an unaffiliated party)</div> <div>Cigna Direct Marketing Company, Inc.</div> <div>Tel-Drug, Inc.</div> <div>Cigna Global Wellbeing Holdings Limited</div> <div>Cigna Global Wellbeing Solutions Limited</div> <div>Vielife Services, Inc.</div>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

									<u>CG Individual Tax Benefit Payments, Inc.</u>
									<u>CG Life Pension Benefits Payments, Inc.</u>
									<u>CG LINA Pension Benefits Payments, Inc.</u>
									<u>Cigna Federal Benefits, Inc.</u>
									<u>Cigna Healthcare Benefits, Inc.</u>
									<u>Cigna Integratedcare, Inc.</u>
									<u>Cigna Managed Care Benefits Company</u>
									<u>Cigna Re Corporation</u>
									| <u>Blodget & Hazard Limited</u>
									<u>Cigna Resource Manager, Inc.</u>
									<u>Connecticut General Benefit Payments, Inc.</u>
									<u>Healthsource Benefits, Inc.</u>
									<u>IHN, Inc.</u>
									<u>LINA Benefit Payments, Inc.</u>
									<u>Mediversal, Inc.</u>
									| <u>Universal Claims Administration</u>
									<u>CareAllies, Inc.</u>
									<u>Cigna Global Holdings, Inc.</u>
									<u>Cigna International Corporation, Inc.</u>
									<u>Cigna International Services, Inc.</u>
									<u>Cigna International Marketing (Thailand) Limited</u>
									<u>CGO Participatos LTDA</u>
									<u>YCFM Servicios LTDA</u>
									<u>*Cigna Global Reinsurance Company, Ltd.</u>
									| <u>Cigna Holdings Overseas, Inc.</u>
									| <u>Cigna Bellevue Alpha LLC</u>
									| <u>Cigna Linden Holdings, Inc.</u>
									| <u>Cigna Laurel Holdings, Ltd.</u>
									<u>Cigna Palmetto Holdings, Ltd.</u>
									| <u>Cigna Apac Holdings Limited</u>
									| <u>Cigna Alder Holdings, LLC</u>
									| <u>Cigna Walnut Holdings, Ltd.</u>
									<u>Cigna Chestnut Holdings, Ltd.</u>
									| <u>*LINA Life Insurance Company of Korea</u>
									| <u>Cigna Korea Foundation</u>
									<u>Cigna International Services Australia Pty Ltd.</u>
									<u>Cigna Hong Kong Holdings Company Limited</u>
									| <u>Cigna Data Services (Shanghai) Company Limited</u>
									| <u>Cigna HLA Technology Services Limited</u>
									| <u>*Cigna Worldwide General Insurance Company Limited</u>
									| <u>*Cigna Worldwide Life Insurance Company Limited</u>
									| <u>Cigna International Health Services Sdn Bhd.</u>
									| <u>*Cigna Life Insurance New Zealand Limited</u>
									| <u>Grown Ups New Zealand Limited</u>
									<u>*Cigna Life Insurance Company of Canada (AA-1560515)</u>
									| <u>Cigna Korea Chusik Heosa (A/K/A Cigna Korea Company Limited)</u>
									| <u>LINA Financial Service</u>
									<u>RHP (Thailand) Limited</u>
									<u>*Cigna Brokerage & Marketing (Thailand) Limited</u>
									| <u>KDM (Thailand) Limited</u>
									| <u>*Cigna Insurance Public Company Limited</u>
									<u>Cigna Taiwan Life Assurance Company Limited</u>
									<u>Cigna Myrtle Holdings, Ltd.</u>
									| <u>Cigna Elmwood Holdings, SPRL</u>
									| <u>Cigna Beechwood Holdings</u>
									<u>Cigna Life Insurance Company of Europe S.A.-N.V.</u>
									<u>Cigna Europe Insurance Company S.A.-N.v.</u>

15.5

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0901	Cigna Group		06-1059331	1591167	0000701221	US	Cigna Corporation	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	CT	UIP	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	MT	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	12814	20-4433475	1591167	0000701221		Allegiance Life & Health Insurance Company	MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Re, Inc.	MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance COBRA Services, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Allegiance Provider Direct, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	MT	NIA	Benefit Management Corp.	Ownership	50.000	Cigna Corporation	.N	
.0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	DE	UIP	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	TX	UDP	HealthSpring, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		52-1929677	1591167	0000701221		NewQuest Management Northeast, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	MD	IA	NewQuest Management Northeast, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	PA	IA	NewQuest Management Northeast, LLC	Ownership	100.000	Cigna Corporation	.N	
							HealthSpring Life & Health Insurance Company, Inc.	TX	RE	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	12902	20-8534298	1591167	0000701221		HealthSpring of Alabama, Inc.	AL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Florida, Inc.	FL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	11532	65-1129599	1591167	0000701221		NewQuest Management of Illinois, LLC	IL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Florida, LLC	FL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-4954206	1591167	0000701221		HealthSpring Management of America, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-8647386	1591167	0000701221		NewQuest Management of West Virginia, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		45-0633893	1591167	0000701221		TexQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		75-3108527	1591167	0000701221		HouQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		75-3108521	1591167	0000701221		GulfQuest, LP	TX	NIA	HouQuest, LLC	Ownership	99.000	Cigna Corporation	.N	
.0901	Cigna Group		76-0657035	1591167	0000701221		NewQuest Management of Alabama, LLC	AL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		33-1033586	1591167	0000701221		HealthSpring USA, LLC	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring Management, Inc.	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	11522	62-1593150	1591167	0000701221		HealthSpring of Tennessee, Inc.	TN	IA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-5524622	1591167	0000701221		Tennessee Quest, LLC	TN	NIA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		26-2353772	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	DE	NIA	HealthSpring Pharmacy Services, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-4266628				Home Physicians Management, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		35-2562415				Alegis Care Services, LLC	DE	NIA	Home Physicians Management, LLC	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Arbor Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		41-1648670	1591167	0000701221		Cigna Behavioral Health, Inc.	MN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		94-3107309	1591167	0000701221		Cigna Behavioral Health of California, Inc.	CA	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		75-2751090	1591167	0000701221		Cigna Behavioral Health of Texas, Inc.	TX	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
							MCC Independent Practice Association of New York, Inc.	NY	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		06-1346406	1591167	0000701221		Cigna Dental Health, Inc.	FL	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health Of California, Inc.	CA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	CO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	DE	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	FL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	52021	59-1611217	1591167	0000701221										

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health of Illinois, Inc.	IL	NIA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	KS	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	KY	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	11160	06-1582068	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	MO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	NJ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	NC	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	OH	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	PA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	TX	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	VA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	AZ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	48119	59-2740468	1591167	0000701221		Cigna Dental Health Of Maryland, Inc.	MD	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		62-1312478	1591167	0000701221		Cigna Health Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		02-0387748	1591167	0000701221		Healthsource, Inc.	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	AZ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of California, Inc.	CA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	CO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	CT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Florida, Inc.	FL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	IL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		01-0418220	1591167	0000701221		Cigna HealthCare of Maine, Inc.	ME	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		02-0402111	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	MA	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		52-1404350	1591167	0000701221		Cigna HealthCare Mid-Atlantic, Inc.	MD	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	NH	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	NJ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		23-2301807	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	PA	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of St. Louis, Inc.	MO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		62-1230908	1591167	0000701221		Cigna HealthCare of Utah, Inc.	UT	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of Georgia, Inc.	GA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Texas, Inc.	TX	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	IN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Tennessee, Inc.	TN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	NC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	SC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited	BMJ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	AZ	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	NH	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	NV	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		02-0515554	1591167	0000701221		Cigna Benefit Technology Solutions, Inc.	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	IN	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	CO	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	IL	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	64548	13-2556568	3281743	0000701221		Cigna Life Insurance Company of New York	NY	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group	62308	06-0303370	1591167	0000701221		Connecticut General Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing, LLC	DE	NIA	CG Mystic Center LLC	Ownership	85.000	Cigna Corporation	.N	
.0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	NIA	CG Skyline LLC	Ownership	85.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	.N	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Loca-tion	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
0901	Cigna Group		00-000000	1591167	0000701221		Skyline at Station Landing LLC	MA	NIA	Skyline Mezzanine Borrower LLC	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		CG Bayport LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	NIA	CG Bayport LLC	Ownership	99.900	Cigna Corporation	N	
0901	Cigna Group		32-0222252	1591167	0000701221		Cigna Onsite Health, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	Y	
0901	Cigna Group		00-000000	1591167	0000701221		Gillette Ridge Community Council, Inc.	CT	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		23-3074013	1591167	0000701221		TEL-DRUG of Pennsylvania, L.L.C.	PA	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	Y	
	Cigna Group		00-000000				GRG Acquisitions LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		CR Longwood Investors L.P.	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	27.030	Charles River Realty Longwood, LLC (non-affiliate)	N	
0901	Cigna Group		00-000000	1591167	0000701221		ND/CR Longwood LLC	DE	NIA	CR Longwood Investors L.P.	Ownership	95.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		ARE/ND/CR Longwood LLC	DE	NIA	ND / CR Longwood LLC	Ownership	35.000	ARE-MA Region No. 41, LLC (non-affiliate)	N	
0901	Cigna Group		00-000000	1591167	0000701221		Secon Properties, LP	CA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	50.000	South Coast Plaza Associates, LLC (non-affiliate)	N	
0901	Cigna Group		00-000000				Transwestern Federal Holdings, L.L.C.	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	7.616	Cigna Corporation	N	
0901	Cigna Group		00-000000				Transwestern Federal , L.L.C.	DE	NIA	Transwestern Federal Holdings, L.L.C.	Ownership	7.616	Cigna Corporation	N	
0901	Cigna Group		00-000000				Market Street Residential Holdings LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	N	
0901	Cigna Group		00-000000				Arborpoint at Market Street LLC	DE	NIA	Market Street Residential Holdings LLC	Ownership	100.000	Cigna Corporation	N	
0901	Cigna Group		00-000000				Diamondview Tower CM-CG LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	90.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		CR Washington Street Investors LP	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	33.820	Charles River Washington Street LLC (non-affiliate)	N	
0901	Cigna Group		00-000000	1591167	0000701221		Dulles Town Center Mall, LLC	VA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	50.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		ND/CR Unicorn LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	70.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		Union Wharf Apartments LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		AMD Apartments Limited Partership	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		SP Newport Crossing LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		PUR Arbors Apartments Venture LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	87.500	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		CG Seventh Street LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	87.500	Cigna Corporation	N	
0901	Cigna Group		00-000000	1591167	0000701221		Ideal Properties II LLC	CA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	N	

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
..0901	Cigna Group		80-0668090	1591167	0000701221		Alessandro Partners, LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..95.200	Cigna Corporation .....	..N	
..0901	Cigna Group		80-0908244				Mallory Square Partners I, LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..80.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				Houston Briar Forest Apartments Limited Partnership .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..80.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				Newtown Partners II, LP .....	..MD	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..71.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				Newtown Square GP LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..50.000	Cigna Corporation and Newtown Square .....	..N	
..0901	Cigna Group		00-0000000				AFA Apartments Limited Partnership .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				SB-SNH LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				680 Investors LLC .....	..CA	..NIA	SB-SNH LLC	Ownership.....	..85.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				685 New Hampshire LLC .....	..CA	..NIA	SB-SNH LLC	Ownership.....	..85.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				CGGL 18301 LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
	Cigna Group		00-0000000				222 Main Street CARING GP LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..100.000	Cigna Corporation .....	..N	
..0901	Cigna Group		00-0000000				222 Main Street Investors LP .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
	Cigna Group		00-0000000				Notch 8 Residential, L.L.C. ....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation .....	..N	
	Cigna Group		00-0000000				UVL, LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..71.400	Cigna Corporation .....	..N	
	Cigna Group		00-0000000				3601 North Fairfax Drive Associates, LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
	Cigna Group		47-4235739				CI Perris 151, LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..75.000	Cigna Corporation .....	..N	
..0901	Cigna Group		47-4375626				Lakehills CM-CG LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
	Cigna Group		30-0939067				Affiliated Hotel Subsidiary .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..100.000	Cigna Corporation .....	..N	
	Cigna Group		81-2481274				CGGL 6280 LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
	Cigna Group		81-2650133				Berewick Apartments LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..85.000	Cigna Corporation .....	..N	
..0901	Cigna Group		81-3389374				CIG-LEI Ygnacio Associates LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
..0901	Cigna Group		61-1797835				CGGL Orange Collection LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
..0901	Cigna Group		81-3281922				CGGL Chapman LLC .....	..DE	..NIA	CGGL Orange Collection LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
..0901	Cigna Group		81-3313562				CGGL City Parkway LLC .....	..DE	..NIA	CGGL Orange Collection LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
..0901	Cigna Group		81-4139432				Heights at Bear Creek Venture LLC .....	..DE	..NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
..0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC .....	..DE	..NIA	Connecticut General Life Insurance Company	Ownership.....	..50.000	Cigna Corporation .....	..N	
..0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC .....	..DE	..NIA	Corac, LLC	Ownership.....	..90.000	Cigna Corporation .....	..N	
..0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC .....	..DE	..NIA	Corac, LLC	Ownership.....	..80.000	Cigna Corporation .....	..N	
..0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC .....	..DE	..NIA	Corac, LLC	Ownership.....	..80.000	Cigna Corporation .....	..N	
..0901	Cigna Group .....	..67369	59-1031071	1591167	0000701221		Cigna Health and Life Insurance Company .....	..CT	..NIA	Connecticut General Life Insurance Company	Ownership.....	..100.000	Cigna Corporation .....	..N	
..0901	Cigna Group		45-2681649	1591167	0000701221		CarePlexus, LLC .....	..DE	..NIA	Cigna Health and Life Insurance Company	Ownership.....	..100.000	Cigna Corporation .....	..N	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	DE	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	CT	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	OH	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	Y	
.0901	Cigna Group	.61727	34-0970995				Central Reserve Life Insurance Company	OH	IA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group	.67903	23-1335885				Provident American Life & Health Insurance Company	OH	IA	Central Reserve Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group	.65269	75-2305400				United Benefit Life Insurance Company	OH	IA	Provident American Life and Health Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group	.65722	63-0343428				Loyal American Life Insurance Company	OH	IA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group	.88366	59-2760189				American Retirement Life Insurance Company	OH	IA	Loyal American Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		23-3744987				QualCare Alliance Networks, Inc.	NJ	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	Y	
.0901	Cigna Group		22-3129563				QualCare, Inc.	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		22-2483867				Scibal Associates, Inc.	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		46-1634843				QualCare Captive Insurance Company Inc., PCC	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		46-1801639				QualCare Management Resources Limited Liability Company	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group	.77399	46-2086778				Health-Lynx, LLC		NIA	QualCare Alliance Networks, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		13-1867829				Sterling Life Insurance Company	IL	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		91-1500758				Olympic Health Management Systems, Inc.	WA	NIA	Sterling Life Insurance Company	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		91-1599329				Olympic Health Management Services, Inc.	WA	NIA	Olympic Health Management Systems, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		88-0455414				WorldDoc, Inc.	NV	NIA	Cigna Health and Life Insurance Company	Ownership	20.000	Cigna Corporation	N	
.0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	AZ	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group	.65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	PA	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna & CMB Life Insurance Company Limited	CHN	IA	Life Insurance Company of North America	Ownership	50.000	Cigna Corporation	Y	
.0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	DE	NIA	Life Insurance Company of North America	Ownership	100.000	Cigna Corporation	Y	
.0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	SD	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Wellbeing Holdings Limited	GBR	NIA	Connecticut General Corporation	Ownership	70.000	Cigna Corporation	N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Wellbeing Solutions Limited	GBR	NIA	Cigna Global Wellbeing Holdings Limited	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	DE	NIA	Cigna Global Wellbeing Holdings Limited	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1332401	1591167	0000701221		CG LINA Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1522976	1591167	0000701221		Blodgett & Hazard Limited	GBR	NIA	Cigna Re Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1252419	1591167	0000701221		Connecticut General Benefit Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1533555	1591167	0000701221		Healthsource Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		35-2041388	1591167	0000701221		IHN, Inc.	IN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		06-1252418	1591167	0000701221		LINA Benefit Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		88-0334401	1591167	0000701221		Mediversal, Inc.	NV	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		88-0344624	1591167	0000701221		Universal Claims Administration	MT	NIA	Mediversal, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		81-2760646				CareAllies, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		51-0389196	1591167	0000701221		Cigna Global Holdings, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Corporation, Inc.	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Services, Inc.	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	N	
.0901	Cigna Group		30-3087621	1591167	0000701221		Cigna International Marketing (Thailand) Limited	THA	NIA	Cigna Global Holdings, Inc.	Ownership	99.900	Cigna Corporation	N	
.0901	Cigna Group		00-0000000	1591167	0000701221		CGO PARTICIPATOS LTDA.	BRA	NIA	Cigna Global Holdings, Inc.	Ownership	99.780	Cigna Corporation	N	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicios LTDA	.BRA	NIA	Cigna Global Holdings, Inc.	Ownership	56.020	Cigna Corporation	.N	
.0901	Cigna Group		AA-3190987	1591167	0000701221		Cigna Global Reinsurance Company, Ltd.	.BMJ	IA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	.DE	NIA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	.DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		46-4110289				Cigna Linden Holdings, Inc.	.DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	80.000	Cigna Corporation	.N	
.0901	Cigna Group		98-1146864				Cigna Laurel Holdings, Ltd.	.BMJ	NIA	Cigna Linden Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Palmetto Holdings, Ltd.	.BMJ	NIA	Cigna Laurel Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Apac Holdings Limited	.BMJ	NIA	Cigna Palmetto Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Alder Holdings, LLC	.DE	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Walnut Holdings, Ltd.	.GBR	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		98-1137759				Cigna Chestnut Holdings, Ltd.	.GBR	NIA	Cigna Walnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	.KOR	IA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Korea Foundation	.KOR	NIA	LINA Life Insurance Company of Korea	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Services Australia Pty Ltd	.AUS	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	.HKG	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Data Services (Shanghai) Company Limited	.CHN	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna HLA Technology Services Limited	.HKG	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide General Insurance Company Limited	.HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide Life Insurance Company Limited	.HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Health Services Sdn. Bhd.	.MYS	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Life Insurance New Zealand Limited	.NZL	IA	Bhd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		11-9599164				Grown Ups New Zealand Limited	.NZL	NIA	Cigna Life Insurance New Zealand Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Company of Canada	.CAN	IA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Korea Chusik Heosa (English Translation: Cigna Korea Company Limited)	.KOR	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				LINA Financial Service	.KOR	NIA	Cigna Korea Chusik Heosa	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		RHP (Thailand) Limited	.THA	NIA	Cigna Apac Holdings Limited	Ownership	49.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Brokerage & Marketing (Thailand) Limited	.THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		KDM (Thailand) Limited	.THA	NIA	RHP Thailand Limited	Ownership	99.900	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Insurance Public Company Limited	.THA	IA	KDM Thailand Limited	Ownership	75.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	.TWN	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		98-1154657				Cigna Myrtle Holdings, Ltd.	.MLT	NIA	Cigna Apac Holdings Limited	Ownership	50.540	Cigna Corporation	.N	
.0901	Cigna Group		98-1155943				Cigna Elmwood Holdings, SPRL	.BEL	NIA	Cigna Myrtle Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		98-1181787				Cigna Beechwood Holdings	.BEL	NIA	Cigna Elmwood Holdings, SPRL	Ownership	51.000	Cigna Corporation	.N	
.0901	Cigna Group		AA-1240009	1591167	0000701221		Cigna Life Insurance Company of Europe S.A.-N.V.	.BEL	IA	Cigna Beechwood Holdings	Ownership	99.993	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	.BEL	IA	Cigna Beechwood Holdings	Ownership	99.999	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna European Services (UK) Limited	.GBR	NIA	Cigna Elmwood Holdings, SPRL	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		CIGNA 2000 UK Pension LTD		NIA	Cigna European Services (UK) Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Oak Holdings, Ltd.	.GBR	NIA	Cigna Elmwood Holdings, SPRL	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Willow Holdings, Ltd.	.GBR	NIA	Cigna Oak Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		FirstAssist Administration Limited	.GBR	NIA	Cigna Willow Holdings, LTD.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Legal Protection U.K. Ltd.	.GBR	NIA	Cigna Willow Holdings, LTD.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Insurance Services (Europe) Limited	.GBR	NIA	Cigna Willow Holdings, LTD.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Health Services, BVBA	.BEL	NIA	Cigna Elmwood Holdings, SPRL	Ownership	51.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Health Services, LLC	.FL	NIA	Cigna International Health Services, BVBA	Ownership	100.000	Cigna Corporation	.N	

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Loca-tion	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Re-quired? (Y/N)	*
.0901	Cigna Group		00-0000000				Cigna International Health Services Kenya Limited	.KEN	.NIA	Cigna International Health Services, BVBA	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Sequoia Holdings SPRL	.BEL	.NIA	Cigna Myrtle Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
	Cigna Group						Cigna Cedar Holdings, Ltd.	.MLT	.NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Magnolia Holdings, Ltd.	.BMU	.NIA	Cigna Palmetto Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
							Cigna Turkey Danismanlik Hizmetleri, A.S. (English translation: Cigna Turkey Consultancy Services, A.S.)	.TUR	.NIA	Cigna Magnolia Holdings, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	.NLD	.NIA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Beta B.V.	.NLD	.NIA	Cigna Nederland Alpha Cooperatief U.A.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Gamma B.V.	.NLD	.NIA	Cigna Nederland Beta B.V.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Finans Emeklilik Ve Hayat A.S.	.TUR	.NIA	Cigna Nederland Gamma, B.V.	Ownership	51.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	.IND	.NIA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	.N	
.0901	Cigna Group		46-4099800				Cigna Poplar Holdings, Inc.	.DE	.NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		PT GAR Indonesia	.IDN	.NIA	Cigna Holdings Overseas, Inc.	Ownership	99.160	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		PT PGU Indonesia	.IDN	.NIA	PT GAR Indonesia	Ownership	99.990	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Insurance Company Limited	.GGY	.IA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				CignaTTK Health Insurance Company Limited	.IND	.IA	Cigna Holdings Overseas, Inc.	Ownership	26.000	TTK (non-affiliate)	.N	
													Cigna Corporation and SAICO (non affiliate)	.N	
.0901	Cigna Group		00-0000000				Cigna SAICO Benefits Services W.L.L.	.BHR	.NIA	Cigna Holdings Overseas, Inc.	Ownership	50.000		.N	
.0901	Cigna Group	.90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	.DE	.IA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	.N	
.0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna	.IDN	.IA	Cigna Worldwide Insurance Company	Ownership	80.000	Cigna Corporation	.N	
.0901	Cigna Group		00-0000000				Cigna Teak Holdings, LLC	.DE	.NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	.N	

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Assets Line 25

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Prior Year Net Admitted Assets
2504.	Health Insurance Industry Fee Reimbursement	0		0	6,581,886
2597.	Summary of remaining write-ins for Line 25 from overflow page	0	0	0	6,581,886

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage investment and commitment fees		
9. Total foreign exchange change in book value/recorded investment including accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	297,880,537	303,800,471
2. Cost of bonds and stocks acquired		33,817,058
3. Accrual of discount	50,626	165,704
4. Unrealized valuation increase (decrease)	690,556	(989,906)
5. Total gain (loss) on disposals	6,373	(256)
6. Deduct consideration for bonds and stocks disposed of	9,822,694	34,903,779
7. Deduct amortization of premium	819,543	4,008,755
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	287,985,855	297,880,537
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	287,985,855	297,880,537

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	174,701,579	333,996,064	296,740,987	(168,546)	211,788,110	0	0	174,701,579
2. NAIC 2 (a)	175,663,506	0	8,973,977	(470,992)	166,218,537	0	0	175,663,506
3. NAIC 3 (a)	18,741,121	0	495,238	602,622	18,848,505	0	0	18,741,121
4. NAIC 4 (a)	785,248	0	143,748	(4,007)	637,493	0	0	785,248
5. NAIC 5 (a)	0				0			
6. NAIC 6 (a)	10,036	0	10,000	(36)	0	0	0	10,036
7. Total Bonds	369,901,490	333,996,064	306,363,950	(40,959)	397,492,645	0	0	369,901,490
PREFERRED STOCK								
8. NAIC 1	0				0			
9. NAIC 2	0				0			
10. NAIC 3	0				0			
11. NAIC 4	0				0			
12. NAIC 5	0				0			
13. NAIC 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	369,901,490	333,996,064	306,363,950	(40,959)	397,492,645	0	0	369,901,490

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:
NAIC 1 \$109,506,789 ; NAIC 2 \$0 ; NAIC 3 \$0 NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	994	xxx	993	1	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	480,787
2. Cost of short-term investments acquired	993	
3. Accrual of discount	1	
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		475,000
7. Deduct amortization of premium		5,787
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	994	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	994	0

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	72,020,948	63,403,433
2. Cost of cash equivalents acquired	333,995,072	1,614,388,188
3. Accrual of discount	37,401	185,400
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(2,390)	(6,380)
6. Deduct consideration received on disposals	296,545,236	1,605,949,693
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	109,505,795	72,020,948
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	109,505,795	72,020,948

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

N O N E

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)		
042498-AD-3	ARMY AND AIR FORCE EXCHANGE SENIOR NOTES		03/15/2017	Redemption	100.0000																		
362950-LB-4	GN POOL 677222 5.500% 08/15/38		03/01/2017	Paydown		96,748	96,748	107,921	105,143	.0	(8,394)	.0	(8,394)	.0	96,748	.0	.0	.0	.0	799	10/15/2024	1	
	GNR SERIES 2006-17 CLASS KN 5.750% 04/20/36					213	213	221	220	.0	(7)	.0	(7)	.0	213	.0	.0	.0	.0	.1	08/15/2038	1	
38374M-X5-3			03/01/2017	Paydown		2,853	2,853	3,036	3,007	.0	(154)	.0	(154)	.0	2,853	.0	.0	.0	.0	25	04/20/2036	1	
0599999. Subtotal - Bonds - U.S. Governments						99,814	99,814	111,178	108,370	0	(8,555)	0	(8,555)	0	99,814	0	0	0	0	825	XXX	XXX	
3128CU-MV-5	FG POOL G30372 5.000% 09/01/27		03/01/2017	Paydown		1,933	1,933	2,043	2,030	.0	(97)	.0	(97)	.0	1,933	.0	.0	.0	.0	16	09/01/2027	1	
3128M6-M8-8	FG POOL G04583 6.000% 08/01/38		03/01/2017	Paydown		1,792	1,792	1,923	1,916	.0	(124)	.0	(124)	.0	1,792	.0	.0	.0	.0	16	08/01/2038	1	
3128MB-K7-1	FG POOL G12818 6.000% 10/01/22		03/01/2017	Paydown		155	155	157	156	.0	(1)	.0	(1)	.0	155	.0	.0	.0	.0	2	10/01/2022	1	
3128MB-KM-8	FG POOL G12800 5.000% 12/01/21		03/01/2017	Paydown		514	514	503	507	.0	.6	.0	.6	.0	514	.0	.0	.0	.0	4	12/01/2021	1	
3128MM-GP-2	FHLMC POOL G18205 6.000% 09/01/22		03/01/2017	Paydown		367	367	371	369	.0	(3)	.0	(3)	.0	367	.0	.0	.0	.0	3	09/01/2022	1	
31335H-5D-1	FG POOL C90844 4.500% 08/01/24		03/01/2017	Paydown		2,047	2,047	2,123	2,102	.0	(55)	.0	(55)	.0	2,047	.0	.0	.0	.0	15	08/01/2024	1	
31371N-SN-6	FN POOL 257125 5.500% 03/01/28		03/01/2017	Paydown		1,948	1,948	2,101	2,077	.0	(129)	.0	(129)	.0	1,948	.0	.0	.0	.0	17	03/01/2028	1	
3137A1-DM-2	FHR SERIES 3707 CLASS CA 5.000% 07/15/40		03/01/2017	Paydown		3,761	3,761	4,044	3,934	.0	(172)	.0	(172)	.0	3,761	.0	.0	.0	.0	26	07/15/2040	1	
	FSPC SERIES T-59 CLASS 1A1 6.500% 10/25/43																						
31394P-PQ-0			03/01/2017	Paydown		321	321	326	325	.0	(4)	.0	(4)	.0	321	.0	.0	.0	.0	3	10/25/2043	1	
31395W-NJ-2	FHR SERIES 3002 CLASS YD 4.500% 07/15/25		03/01/2017	Paydown		2,615	2,615	2,734	2,699	.0	(84)	.0	(84)	.0	2,615	.0	.0	.0	.0	19	07/15/2025	1	
31397B-BR-7	FHR SERIES 3211 CLASS MH 5.000% 09/15/26		03/01/2017	Paydown		6,437	6,437	6,873	6,763	.0	(327)	.0	(327)	.0	6,437	.0	.0	.0	.0	52	09/15/2026	1	
	FNR SERIES 2010-23 CLASS AB 2.000% 12/25/18																						
31398M-ZJ-8			03/01/2017	Paydown		3,038	3,038	3,027	3,032	.0	.6	.0	.6	.0	3,038	.0	.0	.0	.0	10	12/25/2018	1	
	FNR SERIES 2010-23 CLASS HA 2.000% 10/25/18																						
31398M-ZY-5			03/01/2017	Paydown		3,378	3,378	3,354	3,368	.0	10	.0	10	.0	3,378	.0	.0	.0	.0	11	10/25/2018	1	
31398W-LZ-5	FHR SERIES 3636 CLASS EB 2.000% 11/15/18		03/01/2017	Paydown		3,492	3,492	3,493	3,490	.0	.2	.0	.2	.0	3,492	.0	.0	.0	.0	11	11/15/2018	1	
31402R-RN-1	FN POOL 735893 5.000% 10/01/35		03/01/2017	Paydown		4,359	4,359	4,469	4,430	.0	(271)	.0	(271)	.0	4,359	.0	.0	.0	.0	35	10/01/2035	1	
31408G-F3-6	FN POOL 850786 5.500% 01/01/21		03/01/2017	Paydown		741	741	740	739	.0	.2	.0	.2	.0	741	.0	.0	.0	.0	6	01/01/2021	1	
31409A-DR-7	FN POOL 865112 5.500% 01/01/21		03/01/2017	Paydown		547	547	545	545	.0	.2	.0	.2	.0	547	.0	.0	.0	.0	4	01/01/2021	1	
31413K-AH-4	FN POOL 947408 6.000% 10/01/22		03/01/2017	Paydown		335	335	339	336	.0	(2)	.0	(2)	.0	335	.0	.0	.0	.0	3	10/01/2022	1	
31417Y-DV-6	FNMA POOL MA0115 4.500% 07/01/29		03/01/2017	Paydown		5,590	5,590	5,895	5,850	.0	(261)	.0	(261)	.0	5,590	.0	.0	.0	.0	39	07/01/2029	1	
31417Y-RC-3	FNMA POOL MA0482 4.000% 08/01/25		03/01/2017	Paydown		2,584	2,584	2,714	2,676	.0	(92)	.0	(92)	.0	2,584	.0	.0	.0	.0	17	08/01/2025	1	
	NEW YORK ST DORM AUTH ST PERSO 5.000%																						
64990E-LM-7	02/15/17		02/15/2017	Maturity		5,000	5,000	5,447	5,018	.0	(18)	.0	(18)	.0	5,000	.0	.0	.0	.0	125	02/15/2017	6*	
	NEW YORK ST DORM AUTH ST PERSO 5.000%																						
64990E-WU-7	02/15/17		02/15/2017	Maturity		5,000	5,000	5,302	5,018	.0	(18)	.0	(18)	.0	5,000	.0	.0	.0	.0	125	02/15/2017	6*	
3199999. Subtotal - Bonds - U.S. Special Revenues						55,954	55,954	58,703	57,580	0	(1,630)	0	(1,630)	0	55,954	0	0	0	0	559	XXX	XXX	
172967-FW-6	CITIGROUP INC 4.450% 01/10/17		01/10/2017	Maturity		300,000	300,000	299,589	299,991	.0	.9	.0	.9	.0	300,000	.0	.0	.0	.0	6,675	01/10/2017	2FE	
222862-AG-9	COVENTRY HEALTH CARE INC 5.950% 03/15/17		03/15/2017	Maturity		535,000	535,000	606,032	538,100	.0	(3,100)	.0	(3,100)	.0	535,000	.0	.0	.0	.0	15,916	03/15/2017	2FE	
	NRP OPERATING LLC SERIES E SENIOR NOTES																						
62963#-AE-1	5.820% 03/28/24		03/28/2017	Redemption	100.0000	66,667	66,667	72,183	57,755	12,540	(3,629)	.0	8,911	.0	66,667	.0	.0	.0	.0	1,940	03/28/2024	3	
	NRP OPERATING LLC SERIES F SENIOR NOTES																						
62963#-AF-8	8.380% 03/25/19		03/25/2017	Redemption	100.0000	428,571	428,571	497,405	418,416	35,717	(25,562)	.0	10,155	.0	428,571	.0	.0	.0	.0	17,957	03/25/2019	3	
	PROCTER & GAMBLE CO- ESOP SERIES A 9.360%																						
742741-AA-9	01/01/21		01/01/2017	Redemption	100.0000	31,126	31,126	41,232	36,115	.0	(4,989)	.0	(4,989)	.0	31,126	.0	.0	.0	.0	1,457	01/01/2021	1FE	
	SETS TRUST SERIES 1999-5 144A 6.180%																						
86357V-AE-9	02/15/19		02/15/2017	Redemption	100.0000	143,748	143,748	154,313	147,639	.0	(3,892)	.0	(3,892)	.0	143,748	.0	.0	.0	.0	4,442	02/15/2019	4AM	
92343V-AM-6	VERIZON COMMUNICATIONS 6.100% 04/15/18		03/17/2017	Corp Action		3,145,350	3,000,000	3,262,852	3,167,144	.0	(28,167)	.0	(28,167)	.0	3,138,977	.0	6,373	6,373	6,373	78,792	04/15/2018	2FE	
	Redemption				100.0000																		
92966*-AG-4	WABASH VALLEY POWER ASSOC 6.140% 01/31/28		01/31/2017	Redemption		16,470	16,470	20,516	19,521	.0	(3,051)	.0	(3,051)	.0	16,470	.0	.0	.0	.0	253	01/31/2028	1	
	INDIAN RAILWAY FINANCE CORP SENIOR NOTES	C	03/27/2017	Maturity		5,000,000	5,000,000	5,462,819	5,033,763	.0	(33,763)	.0	(33,763)	.0	5,000,000	.0	.0	.0	.0	148,500	03/27/2017	2	
	5.940% 03/27/17																						
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						9,666,932	9,521,582	10,416,941	9,718,444	48,257	(106,144)	0	(57,887)	0	9,660,559	0	6,373	6,373	6,373	275,932	XXX	XXX	
8399997. Total - Bonds - Part 4						9,822,700	9,677,350	10,586,822	9,884,394	48,257	(116,329)	0	(68,072)	0	9,816,327	0	6,373	6,373	6,373	277,316	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						9,822,700	9,677,350	10,586,822	9,884,394	48,257	(116,329)	0	(68,072)	0	9,816,327	0	6,373	6,373	6,373	277,316	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident- ification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						9,822,700	XXX	10,586,822	9,884,394	48,257	(116,329)	0	(68,072)	0	9,816,327	0	6,373	6,373	277,316	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
					First Month	Second Month	Third Month	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date				*
Amegy Bank New York, NY .....		.0.000	236	0	7,642,413	7,640,509	8,321,658	.XXX.
Bank of America					1,171,085	1,065,305	4,645,257	.XXX.
JPM Chase					178,070	11,379	4,827,874	.XXX.
Regions Bank					(18,655,186)	6,400,716	13,633,684	.XXX.
Wells Fargo					2,944,751	2,110,545	2,960,828	.XXX.
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	236	0	(6,718,867)	17,228,454	34,389,301	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	236	0	(6,718,867)	17,228,454	34,389,301	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	236	0	(6,718,867)	17,228,454	34,389,301	XXX

STATEMENT AS OF MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

[illegible]



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2017 OF THE HealthSpring Life & Health Insurance Company, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 0901

NAIC Company Code 12902

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	0	XXX		XXX	0
2. Earned Premiums	0	XXX		XXX	XXX
3. Claims Paid	(2,854,626)	XXX		XXX	(2,854,626)
4. Claims Incurred	(343,554)	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX		XXX		0
6. Aggregate Policy Reserves - Change		XXX		XXX	XXX
7. Expenses Paid	59,630	XXX		XXX	59,630
8. Expenses Incurred	54,921	XXX		XXX	XXX
9. Underwriting Gain or Loss	288,633	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	2,794,996

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ due from CMS or \$122,057,393 due to CMS